

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person * <u>Mann Thomas H</u>  (Last) (First) (Middle) <u>C/O GENWORTH FINANCIAL, INC.</u> <u>6620 WEST BROAD STREET</u>  (Street) <u>RICHMOND VA 23230</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>GENWORTH FINANCIAL INC [ GNW ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) <u>Pres.and CEO-Mortgage Ins.</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/25/2004</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$25.3829	05/25/2004		A		58,695		09/10/2004	09/10/2009	Class A Common Stock	58,695	(10)	58,695	D	
Stock Option (right to buy)	\$36.6169	05/25/2004		A		50,869		09/22/2005	09/22/2010	Class A Common Stock	50,869	(10)	50,869	D	
Stock Option (right to buy)	\$27.9518	05/25/2004		A		58,695		09/26/2005	07/26/2011	Class A Common Stock	58,695	(10)	58,695	D	
Stock Option (right to buy)	\$22.6681	05/25/2004		A		58,695		(1)	09/26/2011	Class A Common Stock	58,695	(10)	58,695	D	
Stock Option (right to buy)	\$17.2822	05/25/2004		A		112,694		(2)	09/13/2012	Class A Common Stock	112,694	(10)	112,694	D	
Stock Option (right to buy)	\$20.1445	05/25/2004		A		84,521		(3)	09/12/2013	Class A Common Stock	84,521	(10)	84,521	D	
Restricted Stock Unit	(5)	05/25/2004		A		52,826		(4)	(5)	Class A Common Stock	52,826	(10)	52,826	D	
Restricted Stock Unit	(5)	05/25/2004		A		52,826		(6)	(5)	Class A Common Stock	52,826	(10)	52,826	D	
Restricted Stock Unit	(5)	05/25/2004		A		46,956		(7)	(5)	Class A Common Stock	46,956	(10)	46,956	D	
Restricted Stock Unit	(5)	05/25/2004		A		19,565		05/25/2005	(5)	Class A Common Stock	19,565	(10)	19,565	D	
Restricted Stock Unit	(5)	05/25/2004		A		18,783		(8)	(5)	Class A Common Stock	18,783	(10)	18,783	D	
Stock Settled SAR (right to buy)	\$19.5	05/25/2004		A		680,000		(9)	05/25/2014	Class A Common Stock	680,000	(11)	680,000	D	

**Explanation of Responses:**

- 1. Vests 50% - 9/26/04; 50% - 9/26/06.
- 2. Vests in 25% annual increments beginning on 9/13/04.
- 3. Vests in 20% annual increments beginning on 9/12/04.

4. Vests one third - 6/27/04; two thirds - 2/3/16.
5. 1:1; no expiration date.
6. Vests one third - 6/26/05; two thirds - 2/3/16.
7. Vests one third - 6/22/07; two thirds - 2/3/16.
8. Vests 50% - 9/12/06; 50% - 9/12/08.
9. Vests in 25% annual increments beginning on 5/25/06.
10. Replaces cancelled General Electric Company awards.
11. Not applicable.

/s/ Richard J. Oelhafen Jr.,  
Attorney-in-fact

05/25/2004

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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