SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

					· · · · · · · · · · · · · · · · · · ·	-				
1. Name and Addr		g Person* CALLOWAY	2. Date of Event Re Statement (Month/I 01/08/2007		3. Issuer Name and Ticker or Trading Symbol <u>GENWORTH FINANCIAL INC</u> [GNW]					
(Last)	(First) (Middle)		-		4. Relationship of Reporting Person(s (Check all applicable) Director	s) to Issuer 10% Owner	(Mo	5. If Amendment, Date of Original Filed (Month/Day/Year)		
C/O GENWOR 6620 WEST B			_		X Officer (give title below) SVP-CAPITAL MKTS & 0	Other (speci below)	fy App	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person		
(Street) RICHMOND VA 23230				SVI-CAITIAL MIXIS &			Form filed by More than One Reporting Person			
(City)	(State)	(Zip)								
			Table I - No	n-Deriva	tive Securities Beneficially	Owned				
					2. Amount of Securities 3. Owners Beneficially Owned (Instr. 4) Form: Dire Indirect (I)					
					ve Securities Beneficially O ants, options, convertible s					
1. Title of Derivative Security (Instr. 4)			2. Date Exerce Expiration Da (Month/Day/)	ate	3. Title and Amount of Securities Derivative Security (Instr. 4)	Underlying	4. Conversion or Exercise	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
			Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security			
Stock Option (right to buy)			(1)	10/24/2015	Class A Common Stock	10,000	31.14	D		
Stock Option (right to buy)			(2)	08/09/2016	Class A Common Stock	11,100	34.13	D		
Restricted Stock Units			(3)	(3)	Class A Common Stock	5,000	(4)	D		
Restricted Stock Untis			(5)	(5)	Class A Common Stock	2,467	(4)	D		

Explanation of Responses:

1. Vested 20% 10/24/2006. Remaining award vests 20% - 10/24/2007; 20% - 10/24/2008; 20% - 10/24/2009; 20% - 10/24/2010.

2. Vests in 20% annual increments beginning on 8/9/2007.

3. Vests 50% - 12/2/2008; vests 50% - 12/2/2010; no expiration date.

4. Restricted Stock Unit settles in Class A Common Stock on a 1:1 basis.

Vests 50% - 8/9/2009; vests 50% - 8/9/2011; no expiration date.

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

** Signature of Reporting Person

01/16/2007

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 5 (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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Securities and Exchange Commission 450 5th Street, N.W. Washington, D.C. 20549

Re: Authorization to Sign Rule 16 Forms

To whom it may concern:

I am Senior Vice President - Capital Markets & Growth Ventures of Genworth Financial, Inc. ("Genworth") and, until further written notice, I hereby individually authorize Leon E. Roday (Genworth's Senior Vice President, General Counsel and Secretary), Richard J. Oelhafen, Jr. (Genworth's Vice President and Assistant Secretary) and Christine. A. Ness (Assistant Secretary) to sign on my behalf a Form 3 and any Form 4 or Form 5 or related form that I have filed or may file hereafter in connection with my direct or indirect beneficial ownership of Genworth securities, and to take any other action of any type whatsoever in connection with the foregoing which in his or her opinion may be of benefit to, in the best interest of, or legally required by me.

Very truly yours,

/s/ Chery C. Whaley

Cheryl C. Whaley