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 Address of Reporting Person <sup>®</sup> KELLEHER PATRICK BRIAN			2. Date of Event R Statement (Month/ 01/29/2007		3. Issuer Name and Ticker or Trading Symbol <u>GENWORTH FINANCIAL INC</u> [ GNW ]					
(Last)	(First)	(Middle)			4. Relationship of Reporting Person (Check all applicable)		s) to Issuer		5. If Amendment, Date of Original Filed (Month/Day/Year)	
C/O GENWOF 6620 WEST B (Street) RICHMOND	RTH FINANCIAL ROAD STREET VA	, INC.				Director Officer (give title below) Senior Vice Pres	10% Owner Other (specify below) dent		-	Group Filing (Check y One Reporting Person y More than One Reporting
(City)	(State)	(Zip)								
Table I - Non-Derivative Securities Beneficially Owned										
1. Title of Security (Instr. 4)					2. Amount of Securities Beneficially Owned (Instr. 4)		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)4.		. Nature of Indirect Beneficial Ownership (Instr. )	
Table II - Derivative Securities Beneficially Owned           (e.g., puts, calls, warrants, options, convertible securities)										
1. Title of Derivative Security (Instr. 4)			2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Und Derivative Security (Instr. 4)		Conve or Exe		ise (D) or	6. Nature of Indirect Beneficial Ownership (Instr. 5)
			Date Exercisable	Expiration Date	n Title		Amount or Number of Shares	Price of Derivativ Security	ve (Instr. 5)	
Restricted Stoc	k Units		(1)	(1)	Cla	ass A Common Stock	10,000	(2)	D	
Stock Settled S.	AR		(3)	01/29/2017	7 Cla	ass A Common Stock	20,000	34.27	7 D	

Explanation of Responses:

1. Vests 50% 1/29/2010; vests 50% 1/29/2012; no expiration date.

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

3. Vests in 20% annual increments beginning on 1/29/2008.

/s/ Richard J. Oelhafen, Jr., Attorney-In-Fact \*\* Signature of Reporting Person

02/05/2007

Date

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

 $^{\ast}$  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 will be Senior Vice President of Genworth Financial, Inc. ("Genworth") effective January 29, 2007 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 (Genworth's 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/ Patrick B. Kelleher

Patrick B. Kelleher