

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

1. Name and Address of Reporting Person * <u>FRAIZER MICHAEL D</u> (Last) (First) (Middle) C/O GENWORTH FINANCIAL, INC. 6620 WEST BROAD STREET (Street) RICHMOND VA 23230 (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman, President & CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/06/2007</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

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			
Class A Common Stock	02/06/2007		M		475,000	A	\$19.5	1,037,719	D	
Class A Common Stock	02/06/2007		D		256,260	D	\$36.145	781,459	D	
Class A Common Stock	02/06/2007		F		89,629	D	\$36.145	691,830	D	
Class A Common Stock	02/06/2007		M		313,039	A	\$27.9518	1,004,869	D	
Class A Common Stock	02/06/2007		S		274,225	D	\$36.0225 ⁽¹⁾	730,644	D	

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
Stock Appreciation Right	\$19.5	02/06/2007		M			475,000	(2)	09/25/2014	Class A Common Stock	475,000	(3)	1,425,000	D	
Stock Option (right to buy)	\$27.9518	02/06/2007		M			313,039	(4)	07/26/2011	Class A Common Stock	313,039	(3)	0	D	

Explanation of Responses:

- Price indicated is the weighted average sales price as a result of a series of broker-assisted transactions ranging in price from \$35.86 to \$36.11 per share.
- Vested 25% on 5/25/2006; remainder vests 25% on 5/25/2007, 5/25/2008 and 5/25/2009.
- Not Applicable.
- Vested 50% on 9/26/2004 and 50% on 9/26/2006.

Remarks:

The sales reported on this Form 4 were in connection with a broker-assisted cashless exercise of a stock option (which was previously converted from a stock option grant by General Electric Company) to cover the aggregate exercise price and applicable tax withholding. The net shares received by the reporting person for exercise of stock options and stock settled stock appreciation rights are subject to the issuer's 9-month holding period policy.

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

02/08/2007

** 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.

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.