SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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* Roday Leon E				er Name and Ticke WORTH FI	0,	mbol <u>INC</u> [GNW]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					
(Last) C/O GENWORT	Last) (First) (Middle) C/O GENWORTH FINANCIAL, INC.		3. Date 02/26	e of Earliest Transac /2007	ction (Month/Da	ay/Year)	X			(specify v)		
6620 WEST BROAD STREET				4. If Amendment, Date of Original Filed (Month/Day/Year)				6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person				
(Street) RICHMOND	,							Form filed by More than One Reporting Pe		ng Person		
(City)	(State)	(Zip)										
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
Date			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	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		

			Code	v	Amount	(A) or (D)	Price	(Instr. 3 and 4)		(1150.4)
Class A Common Stock	02/26/2007		S ⁽¹⁾		5,408	D	\$36.0981(2)	33,629	D	
Class A Common Stock								10	Ι	Trust for Child
Class A Common Stock								10	Ι	Trust for Child
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)										

11. Nature of Indirect 1. Title of Derivative 7. Title and Amount of Securities Underlying 8. Price of Derivative 3. Transaction 3A. Deemed 5. Number of 6. Date Exercisable and 9. Number of 10 Transaction Conversion Date Execution Date Derivative Expiration Date derivative Ownership Security (Instr. 3) or Exercise (Month/Dav/Year if anv Code (Instr. Securities (Month/Dav/Year) Derivative Security Security Securities Form: Beneficial (Month/Day/Year) (Instr. 3 and 4) Direct (D) Price of 8) Acquired (A) (Instr. 5) Beneficially Ownership or Disposed of (D) (Instr. 3, 4 Derivative Owned or Indirect (Instr. 4) Security Following (I) (Instr. 4) and 5) Reported Transaction(s) Amount (Instr. 4) Number Date Expiration Code v (A) (D) Exercisable . Date Title of Shares

Explanation of Responses:

1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 15, 2006.

2. Price indicated is the weighted average sales price as a result of a series of broker-assisted transactions ranging in price from \$35.92 to \$36.20 per share.

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

** Signature of Reporting Person

Date

02/27/2007

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.

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