FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL							
OMB Number:	3235-0287						
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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

					Issuer Name and Ticker or Trading Symbol     GENWORTH FINANCIAL INC [ GNW ]      Date of Earliest Transaction (Month/Day/Year)     07/20/2008  4. If Amendment, Date of Original Filed (Month/Day/Year)									ck all applicable) Director 10% Owner  X Officer (give title below) below)  EXECUTIVE VICE PRES - GENWORTH  dividual or Joint/Group Filing (Check Applicable Line				
(State)																		
1. Title of Security (Instr. 3) 2. Tra			2. Trans Date	saction 2A. Deemed Execution Date, if any		med on Date,	3. 4. Securit		ties Acquired (A) or 1 Of (D) (Instr. 3, 4 and 5		) or 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)		
Class A Common Stock 0				0/2008		М		5,067		A	(1)	99,8	99,801		D			
Class A Common Stock 07/2				20/2008				F		1,645		D	\$16.015	98,156			D	
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																		
2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Yea	Co	Transaction Code (Instr.		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)			Securities Underlyi		erlying	8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficia Owned Following Reported	e s ally	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
(1)	07/20/2008				v	(A)					Title or Nu of Class A		Amount or Number of Shares	\$0	(Instr. 4)		D	
	(First) RTH FINA BROAD STI  VA  (State)  ty (Instr. 3)  non Stock  Conversion or Exercise Price of Derivative Security	(First) (N RTH FINANCIAL, INC. BROAD STREET  VA 2  (State) (Z  Tty (Instr. 3)  Conversion or Exercise Price of Derivative Security  (Month/Day/Year)	(First) (Middle) RTH FINANCIAL, INC. BROAD STREET  VA 23230  (State) (Zip)  Table I - Nor  ty (Instr. 3)  Table II - I  (Instr. 3)  2.  Conversion or Exercise Price of Derivative Security  3. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)	(First) (Middle)  RTH FINANCIAL, INC.  BROAD STREET  VA 23230  (State) (Zip)  Table I - Non-Deriv  ty (Instr. 3) 2. Trans Date (Month/  and Stock 07/20  Conversion or Exercise Price of Derivative Security (Month/Day/Year) 3A. Deemed Execution Date, If any (Month/Day/Year) (Month/Day/Year) 2. Co	(First) (Middle)  RTH FINANCIAL, INC.  ROAD STREET  VA 23230  (State) (Zip)  Table I - Non-Derivative (Month/Day/Year)  Table II - Derivative Security  2. Transaction Date (Month/Day/Year)  2. Transaction Date (e.g., puts, of Derivative Security)  3. A. Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  Code (Ins 8)	(First) (Middle)  RTH FINANCIAL, INC.  ROAD STREET  VA 23230  (State) (Zip)  Table I - Non-Derivative Set (Month/Day/Year)  Table II - Derivative Security  2. Transaction Date (Month/Day/Year)  Table II - Derivative Security  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (e.g., puts, calls)  4. Transaction Code (Instr. 8)  4. Transaction Code (Instr. 8)	GENWORT  (First) (Middle)  RTH FINANCIAL, INC.  ROAD STREET  VA 23230  (State) (Zip)  Table I - Non-Derivative Securities (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, war (Month/Day/Year)  Conversion or Exercise (Month/Day/Year)  Price of Derivative Securities (Month/Day/Year)  Conversion or Exercise (Month/Day/Year)  Price of Derivative Securities (e.g., puts, calls, war (Month/Day/Year)  (Month/Day/Year)  A. Deemed Execution Date (e.g., puts, calls, war (Month/Day/Year)  Code (Instr. 8)  Code V (A)	(First) (Middle)  RTH FINANCIAL, INC. BROAD STREET  VA 23230  (State) (Zip)  Table I - Non-Derivative Securities Acquire (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  MON Stock  O7/20/2008  Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, comparing to perivative Security  2. Transaction Date (e.g., puts, calls, warrants, comparing to perivative Securities Acquire (e.g., puts, calls, warrants, comparing to perivative Securities Acquire (e.g., puts, calls, warrants, comparing to perivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Code V (A) (D)	(First) (Middle)  RTH FINANCIAL, INC.  BROAD STREET  VA 23230  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Execution Date (Month/Day/Year) (Month/Day/Year)  Table II - Derivative Securities Acquired, Discock  Concersion or Exercise Price of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Code V (A) (D) Date Exercisab	GENWORTH FINANCIAL INC.  RTH FINANCIAL, INC.  BROAD STREET  VA 23230  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Dispote (Month/Day/Year)  ty (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Dispote (e.g., puts, calls, warrants, options, co  2. Table II - Derivative Securities Acquired, Dispote (e.g., puts, calls, warrants, options, co  2. Table II - Derivative Securities Acquired (Dispote (e.g., puts, calls, warrants, options, co  2. Conversion of Execution Date, if any (Month/Day/Year)  Conversion of Exercise (Month/Day/Year)  August 1 - Derivative Securities Acquired (Dispote (e.g., puts, calls, warrants, options, co  2. Code (Instr. 8)  Code (Instr. 8)  Code (Instr. 3)  Date Exercise Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Code (Month/Day/Year)	GENWORTH FINANCIAL INC [ G  3. Date of Earliest Transaction (Month/Day/Year) 07/20/2008  4. If Amendment, Date of Original Filed (Month/Day/Year)  Table I - Non-Derivative Securities Acquired, Disposed of ty (Instr. 3)  2. Transaction Date (Month/Day/Year)  [ Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertibe of Derivative Security  3. Transaction Late (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, (e.g., puts, calls, warrants, options, convertibe of Derivative Security  3. Transaction Late (Month/Day/Year)  3. Transaction Date (e.g., puts, calls, warrants, options, convertibe of Derivative Securities Acquired (A) or Disposed of (Month/Day/Year)  4. Transaction Late (Month/Day/Year)  3. Transaction Late (Month/Day/Year)  3. Transaction Late (Month/Day/Year)  4. Transaction Late (Month/Day/Year)  5. Number of Derivative Securities Acquired (A) or Disposed of (Month/Day/Year)  6. Date Exercisable and Expiration Date (Month/Day/Year)  6. Date Exercisable Expiration Date (Month/Day/Year)  8. Date Expiration Date (Month/Day/Year)	GENWORTH FINANCIAL INC [GNW]  RTH FINANCIAL, INC.  ROAD STREET  VA 23230  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or It (Month/Day/Year)  (Instr. 3) 2. Transaction Date (Month/Day/Year)  (Instr. 3) 3. Transaction Date (e.g., puts, calls, warrants, options, convertible securities Acquired (A) Disposed of, or Be (e.g., puts, calls, warrants, options, convertible securities Acquired (A) or Disposed of, or Be (e.g., puts, calls, warrants, options, convertible securities Acquired (A) or Disposed of (Disposed of (Or) Date (Month/Day/Year)  (Instr. 3) 3. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Instr. 3) 3. Transaction Date (Month/Day/Year)  (Instr. 4) 3. Deemed Execution Date (Month/Day/Year)  (Instr. 3) 3. Deemed Execution Date (Month/Day/Year)  (Ins	GENWORTH FINANCIAL INC [GNW]  3. Date of Earliest Transaction (Month/Day/Year)  07/20/2008  4. If Amendment, Date of Original Filed (Month/Day/Year)  Table 1 - Non-Derivative Securities Acquired, Disposed of, or Benefic In any (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, Transaction Date (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, Transaction Date (e.g., puts, calls, warrants, options, convertible securities (e.g., puts, calls, warrants, options, convertible securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Code V (A) (D) Date Exercisable and Expiration Date (Month/Day/Year)  Title and Am Securities Und. Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Code V (A) (D) Date Exercisable Date Title Class A Class A Class A	GENWORTH FINANCIAL INC [GNW]  3. Date of Earliest Transaction (Month/Day/Year)  VA 23230  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owner (Month/Day/Year)  VI (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owner (D) (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owner (E.g., puts, calls, warrants, options, convertible securities)  2. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owner (E.g., puts, calls, warrants, options, convertible securities)  2. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owner (E.g., puts, calls, warrants, options, convertible securities)  2. Table II - Derivative Securities Acquired (A) or Disposed of, or Beneficially Owner (E.g., puts, calls, warrants, options, convertible securities)  4. Securities Acquired, Disposed of, or Beneficially Owner (D) (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired (A) or Disposed of, or Beneficially Owner (E.g., puts, calls, warrants, options, convertible securities)  2. Table II - Derivative Securities Acquired (A) or Disposed of, or Beneficially Owner (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired (A) or Disposed of, or Beneficially Owner (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired (A) or Disposed of, or Beneficially Owner (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired (A) or Disposed of, or Beneficially Owner (D)	GENWORTH FINANCIAL INC (GNW )  3. Date of Earliest Transaction (Month/Day/Year)  7. Officer (ground)  A. If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction (Month/Day/Year)  (Month/Day/Year)  2. Transaction (Month/Day/Year)  2. Transaction (Month/Day/Year)  (Month/Day/Year)  3. Transaction (Instr. 3 and 5)  5. Amount (A) or (Instr. 3 and 5)  (Instr. 3 and 5)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Conversion Date (e.g., puts, calls, warrants, options, convertible securities Underlying Derivative Securities Underlying Deriva	GENWORTH FINANCIAL INC [GNW]  3. Date of Earliest Transaction (Month/Day/Year)  VA 23230  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  Execution Date (Month/Day/Year)  (Month/D	Check all applicable   Director   Conversion   Conversi	Check all applicable   Director   10% Over

## **Explanation of Responses:**

- 1. Restricted Stock Units settle in Class A Common Stock on a 1:1 basis.
- $2.\ Restricted\ Stock\ Units\ reported\ on\ this\ Form\ 4\ vested\ and\ converted\ to\ Class\ A\ Common\ Stock\ on\ 7/20/2008.$

/s/ Richard J. Oelhafen, Jr., Attorney-in-Fact 07/21/2008

\*\* Signature of Reporting Person Date

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

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.

 $<sup>^{\</sup>star}$  If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

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