SEC Form 4

FORM 4

☐ 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 * RIEPE JAMES S	2. Issuer Name **and** Ticker or Trading Symbol GENWORTH FINANCIAL INC [GNW]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 09/30/2008	X Director 10% Owner

C/O GENWORTH FINANCIAL, INC
6620 WEST BROAD STREET

(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	Officer (give title below) Other (specify below)

RICHMOND   VA   23230

| (City) (State) (Zip) | | 6. Individual or Joint/Group Filing (Check Applicable Line) X 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			

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	Amount or Number of Shares				
Deferred Stock Units	(1)	09/30/2008		A		1,878.4487		(1)	(1)	Class A Common Stock	1,878.4487	(2)	9,642.1261[3]	D	

Explanation of Responses:

1. Deferred Stock Units become payable in cash (based on the cash value of a share of Class A Common Stock) beginning one year after termination of service as a director. The Reporting Person has previously elected to receive such amount as a lump sum or in payments spread out for up to 10 years.

2. The number of Deferred Stock Units acquired represents a portion of the Reporting Person's retainer fee and was based on a price of $12.7765 per share of Class A Common Stock.

3. Includes 49.4502 Deferred Stock Units acquired pursuant to a dividend reinvestment feature of previously awarded Deferred Stock Units.

/s/ Richard J. Oelhafen, Jr., by power of attorney   10/02/2008

** 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.