

OMB APPROVAL	
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**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

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

1. Name and Address of Reporting Person * <u>McKay Scott J</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) Director 10% Owner Officer (give title below) Other (specify below) SVP- Chief Information Officer
	3. Date of Earliest Transaction (Month/Day/Year) 08/18/2009	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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
Stock Settled SARs	\$22.8	08/18/2009		D			42,000	(1)	02/13/2018	Class A Common Stock	42,000	(8)	0	D	
Stock Settled SARs	\$30.52	08/18/2009		D			34,300	(2)	07/31/2017	Class A Common Stock	34,300	(8)	0	D	
Stock Settled SARs	\$34.13	08/18/2009		D			30,100	(3)	08/09/2016	Class A Common Stock	30,100	(8)	0	D	
Stock Settled SARs	\$32.1	08/18/2009		D			24,300	(4)	07/20/2015	Class A Common Stock	24,300	(8)	0	D	
Stock Settled SARs	\$19.5	08/18/2009		D			240,000	(5)	05/25/2014	Class A Common Stock	240,000	(8)	0	D	
Stock Settled SARs	\$7.8	08/19/2009		A		14,000		(6)	02/13/2018	Class A Common Stock	14,000	(8)	14,000	D	
Stock Settled SARs	\$7.8	08/19/2009		A		11,433		(7)	07/31/2017	Class A Common Stock	11,433	(8)	11,433	D	
Stock Settled SARs	\$7.8	08/19/2009		A		10,033		(7)	08/09/2016	Class A Common Stock	10,033	(8)	10,033	D	
Stock Settled SARs	\$7.8	08/19/2009		A		8,100		(7)	07/20/2015	Class A Common Stock	8,100	(8)	8,100	D	
Stock Settled SARs	\$7.8	08/19/2009		A		80,000		(7)	05/25/2014	Class A Common Stock	80,000	(8)	80,000	D	

**Explanation of Responses:**

- The SARs provided for vesting in five equal installments beginning on February 13, 2009.
- The SARs provided for vesting in five equal installments beginning on July 31, 2008.
- The SARs provided for vesting in five equal installments beginning on August 9, 2007.
- The SARs provided for vesting in five equal installments beginning on July 20, 2006.
- The SARs provided for vesting in four equal installments beginning on May 25, 2006.
- The SARs vest in four equal annual installments beginning on August 19, 2010.
- The SARs vest in three equal annual installments beginning on August 19, 2010.
- The disposition of SARs reported on this Form 4 was pursuant to the issuer's equity exchange program. For every three SARs that were cancelled, the reporting person was granted one new SAR with a base price equal to the closing price of the issuer's Class A Common Stock on August 19, 2009.

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

08/20/2009

\*\* 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.**