

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 * <b>CORBIN AMY RENEE</b>  (Last) (First) (Middle) <b>C/O GENWORTH FINANCIAL, INC.</b> <b>6620 WEST BROAD STREET</b>  (Street) <b>RICHMOND VA 23230</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>GENWORTH FINANCIAL INC [ GNW ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) <b>Vice President and Controller</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>08/18/2009</b>	
	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 Options (right to buy)	\$22.8	08/18/2009		D			5,700	(1)	02/13/2018	Class A Common Stock	5,700	(8)	0	D	
Stock Options (right to buy)	\$30.52	08/18/2009		D			2,850	(2)	07/31/2017	Class A Common Stock	2,850	(8)	0	D	
Stock Options (right to buy)	\$34.13	08/18/2009		D			2,700	(3)	08/09/2016	Class A Common Stock	2,700	(8)	0	D	
Stock Options (right to buy)	\$32.1	08/18/2009		D			1,200	(4)	07/20/2015	Class A Common Stock	1,200	(8)	0	D	
Stock Options (right to buy)	\$19.5	08/18/2009		D			22,500	(5)	05/25/2014	Class A Common Stock	22,500	(8)	0	D	
Stock Options (right to buy)	\$7.8	08/19/2009		A		1,900		(6)	02/13/2018	Class A Common Stock	1,900	(8)	1,900	D	
Stock Options (right to buy)	\$7.8	08/19/2009		A		950		(7)	07/31/2017	Class A Common Stock	950	(8)	950	D	
Stock Options (right to buy)	\$7.8	08/19/2009		A		900		(7)	08/09/2016	Class A Common Stock	900	(8)	900	D	
Stock Options (right to buy)	\$7.8	08/19/2009		A		400		(7)	07/20/2015	Class A Common Stock	400	(8)	400	D	
Stock Options (right to buy)	\$7.8	08/19/2009		A		7,500		(7)	05/25/2014	Class A Common Stock	7,500	(8)	7,500	D	

**Explanation of Responses:**

- The Stock Options provided for vesting in five equal installments beginning on February 13, 2009.
- The Stock Options provided for vesting in five equal installments beginning on July 31, 2008.
- The Stock Options provided for vesting in five equal installments beginning on August 9, 2007.
- The Stock Options provided for vesting in five equal installments beginning on July 20, 2006.
- The Stock Options provided for vesting in four equal installments beginning on May 25, 2006.
- The Stock Options vest in four equal annual installments beginning on August 19, 2010.
- The Stock Options vest in three equal annual installments beginning on August 19, 2010.

8. The disposition of Stock Options reported on this Form 4 was pursuant to the issuer's equity exchange program. For every three Stock Options that were cancelled, the reporting person was granted one new Stock Option 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.

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