

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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 * <u>Upton Jerome T</u>  (Last) (First) (Middle) <u>C/O GENWORTH FINANCIAL, INC.</u> <u>6620 WEST BROAD STREET</u>  (Street) <u>RICHMOND VA 23230</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>01/01/2011</u>	3. Issuer Name and Ticker or Trading Symbol <u>GENWORTH FINANCIAL INC [ GNW ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> Officer (give title below)  <u>Vice President</u>  10% Owner Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

## Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Class A Common Stock</u>	<u>2,468</u>	<u>D</u>	

Table II - Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Stock Options (right to buy)</u>	<u>09/13/2007</u>	<u>09/13/2012</u>	<u>Class A Common Stock</u>	<u>939</u>	<u>17.2822</u>	<u>D</u>
<u>Stock Options (right to buy)</u>	<u>(1)</u>	<u>02/12/2019</u>	<u>Class A Common Stock</u>	<u>15,000</u>	<u>2.46</u>	<u>D</u>
<u>Stock Options (right to buy)</u>	<u>(2)</u>	<u>05/25/2014</u>	<u>Class A Common Stock</u>	<u>4,166</u>	<u>7.8</u>	<u>D</u>
<u>Stock Options (right to buy)</u>	<u>(2)</u>	<u>07/20/2015</u>	<u>Class A Common Stock</u>	<u>1,600</u>	<u>7.8</u>	<u>D</u>
<u>Stock Options (right to buy)</u>	<u>(2)</u>	<u>08/09/2016</u>	<u>Class A Common Stock</u>	<u>1,800</u>	<u>7.8</u>	<u>D</u>
<u>Stock Options (right to buy)</u>	<u>(2)</u>	<u>07/31/2017</u>	<u>Class A Common Stock</u>	<u>2,150</u>	<u>7.8</u>	<u>D</u>
<u>Stock Options (right to buy)</u>	<u>(3)</u>	<u>02/13/2018</u>	<u>Class A Common Stock</u>	<u>4,000</u>	<u>7.8</u>	<u>D</u>
<u>Stock Options (right to buy)</u>	<u>(4)</u>	<u>02/10/2020</u>	<u>Class A Common Stock</u>	<u>18,000</u>	<u>14.18</u>	<u>D</u>
<u>Restricted Stock Units</u>	<u>(5)</u>	<u>(5)</u>	<u>Class A Common Stock</u>	<u>600</u>	<u>(10)</u>	<u>D</u>
<u>Restricted Stock Units</u>	<u>(6)</u>	<u>(6)</u>	<u>Class A Common Stock</u>	<u>717</u>	<u>(10)</u>	<u>D</u>
<u>Restricted Stock Units</u>	<u>(7)</u>	<u>(7)</u>	<u>Class A Common Stock</u>	<u>2,667</u>	<u>(10)</u>	<u>D</u>
<u>Restricted Stock Units</u>	<u>(8)</u>	<u>(8)</u>	<u>Class A Common Stock</u>	<u>2,222</u>	<u>(10)</u>	<u>D</u>
<u>Restricted Stock Units</u>	<u>(9)</u>	<u>(9)</u>	<u>Class A Common Stock</u>	<u>4,000</u>	<u>(10)</u>	<u>D</u>

## Explanation of Responses:

- Vested one third on 2/12/2010. Remaining award vests in equal annual installments on each of 2/12/2011 and 2/12/2012.
- Vested one third on 8/19/2010. Remaining award vests in equal annual installments on each of 8/19/2011 and 8/19/2012.
- Vested one fourth on 8/19/2010. Remaining award vests in equal annual installments on each of 8/19/2011, 8/19/2012 and 8/19/2013.
- Vests in one-fourth annual installments beginning on 2/10/2011.
- Vests and converts to Class A Common Stock on 8/09/2011.
- Vests and converts to Class A Common Stock on 7/31/2012.
- Vests and converts to Class A Common Stock 50% on each of 2/13/2011 and 2/13/2013.
- Vests and converts to Class A Common Stock 50% on each of 2/12/2011 and 2/12/2012.
- Vests and converts to Class A Common Stock in one-fourth annual installments beginning on 2/10/2011.
- Restricted Stock Units settle in Class A Common Stock on a 1:1 basis.

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

01/07/2011

\*\* 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 5 (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.

December 15, 2010

Securities and Exchange Commission  
450 5th Street, N.W.  
Washington, D.C. 20549

Re: Authorization to Sign Rule 16 Forms  
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To whom it may concern:

I am a Vice President of Genworth Financial, Inc. ("Genworth") and, until further written notice, I hereby individually authorize Leon E. Roday (Genworth's Senior Vice President, General Counsel and Secretary), Richard J. Oelhafen, Jr. (Genworth's Vice President and Assistant Secretary) and Christine A. Ness (Genworth's Assistant Secretary) to sign on my behalf a Form 3 and any Form 4 or Form 5 or related form that I have filed or may file hereafter in connection with my direct or indirect beneficial ownership of Genworth securities, and to take any other action of any type whatsoever in connection with the foregoing which in his or her opinion may be of benefit to, in the best interest of, or legally required by me.

Very truly yours,  
  
/s/ Jerome T. Upton  
  
Jerome T. Upton