SEC Form 4

## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

## 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

Schneider Kevin Douglas       GENWORTH FINANCIAL INC [GNW]       (Check all applicable)																				
3. Date of Earliest Transaction (Month/Day/Year)       3. Date of Earliest Transaction (Month/Day/Year)       X       Officer (give tilte below)       UVe Owner/Learliest Delow)         6620 WEST BROAD STREET       4. If Amendment, Date of Original Filed (Month/Day/Year)       6. Individual or Joint/Group Filing (Check Applicable Line)       X       SVP - Genworth         (Street)       RICHMOND       VA       23230       23230       6. Individual or Joint/Group Filing (Check Applicable Line)         (City)       (State)       (Zip)       2. Transaction       3. A Deemed Date (Month/Day/Year)       6. Securities Acquired (A) or Date (Signer)       5. Amount of Securities Date (Month/Day/Year)       6. Ownership Form Sile dy Ownership Form Sile dy Owner (Instr. 3)       2. Transaction Date (Month/Day/Year)       2. A Deemed Execurities Acquired, Disposed of, or Beneficially Owned (Instr. 4)       6. Ownership Form Sile dy Ownership Form Sile dy Owner (Instr. 4)       6. Ownership Form Sile dy Ownership (Instr. 4)         1. Title of Security (Instr. 3)       2. Transaction Date (G.g., puts, calls, warrants, options, control be securities Securities Call (Instr. 4)       3. Amount of Securities Call (Instr. 4)       6. Ownership Form Sile dy Owner (Instr. 4)       6. Ownership formoring (Instr. 4)         1. Title of Security (Instr. 3)       3. A Deemed (e.g., puts, calls, warrants, options, contion Securities Call (Instr. 4)       5. State Securities Call (Instr. 4)       6. Ownership formoring (Instr. 4)       6. Ownership formoring (Instr. 4)       6. Ownershi	1. Name and Address of Reporting Person*					2. Issuer Name and Ticker or Trading Symbol <u>GENWORTH FINANCIAL INC</u> [GNW ]														
(Last)       (First)       (Middle)         C/O GENWORTH FINANCIAL, INC.       02/14/2012       X       Output use	Semicider Revin Douglas													_	Director			10% Ov	vner	
6620 WEST BROAD STREET       4. If Amendment, Date of Original Filed (Month/Day/Year)       6. Individual or Joint/Group Filing (Check Applicable Line)         (Street)       RCHMOND       VA       23230         (City)       (State)       (Zip)         Table 1 - Non-Derivative Securities Acquired, Applicable Line)         2. Transaction       2. Transaction         Date       1. Title of Security (Instr. 3)         Conversion         Table 1 - Derivative Securities Acquired, Disposed of, Or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)         Securities Acquired, Disposed of, Or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)         1. Title of Security (Instr. 3)         A Deemed (e.g., puts, calls, warrants, options, convertible securities)         1. Title of Securities Conversion (Month/Day/Year)         3)       3. Transaction (Month/Day/Year)       3. Transaction (Some Conversion) (Onth/Day/Year)       5. Number of (Derivative Securities Acquired, Disposed of, Or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)       8. Price of (Bonderiving Reported To the price of (Bonderiving Reported To the price of (Bonderiving Bonderiving Bond	(Last) (First) (Middle)													X	(0	ive title		· ·	specify	
6620 WEST BROAD STREET       4. If Amendment, Date of Original Filed (Month/Day/Year)       6. Individual or Joint/Group Filing (Check Applicable Line)         (Street)       RCHMOND       VA       23230         (City)       (State)       (Zip)         Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned         1. Title of Security (Instr. 3)       2. Transaction Date (Month/Day/Year)       3. Transaction Date (G.g., puts, calls, warrants, options, convertible securities)       3. Summarian (Anount of Beneficially Owned (G.g., puts, calls, warrants, options, convertible securities)       5. Amount of (Dinter: 3 and 4)       6. Price of Beneficially Owned (Instr. 4)       6. Ownership form: Direct (Dinter: 4)         1. Title of Securities Securities Securities Securities Acquired, Disposed of, or Beneficially Owned (G.g., puts, calls, warrants, options, convertible securities)         Securities Securities Securities Acquired, Disposed of (Di (Instr. 3, 4 and 5))         Securities Securities Securities Securities Acquired, Disposed of, or Beneficially Owned (G.g., puts, calls, warrants, options, convertible securities)         1. Title of Security (Instr. 4)         Acquired (A) or (D)         Disposed of (D)         Original Filed (Month/Day/Year)         A Beemed Execution Date, (Instr. 4)         Securities Macquired, Date Securitis Disposed of (D) <td c<="" td=""><td>C/O GENWC</td><td>DRTH FIND</td><td>ANCIAL INC</td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td>SVP - C</td><td>Genw</td><td>orth</td><td></td></td>	<td>C/O GENWC</td> <td>DRTH FIND</td> <td>ANCIAL INC</td> <td></td> <td>SVP - C</td> <td>Genw</td> <td>orth</td> <td></td>	C/O GENWC	DRTH FIND	ANCIAL INC													SVP - C	Genw	orth	
(Street) (Street) (City)       (State)       (Zip)         I - If whendment, Date of Original Fried (workin/Day/Year)       (Street) (Street)       State       (Street)         (City)       (State)       (Zip)       (State)       (Zip)       (Street)         Form filed by One Reporting Person Form filed by More than One Reporting Person         Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year)         2. Transaction Date (Month/Day/Year)       2. Deemed (Month/Day/Year)       3. (Month/Day/Year)       4. Securities Acquired, A or Disposed of (D) (Instr. 3, 4 and 5)       5. Amount of Scurities Monutoring Person       5. Amount of Scurities Monutoring Person         I Title of Security (Instr. 3)         I Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities Securitie														_						
(Street) (City) (State) (Zip)       Form filed by More than One Reporting Person         Form filed by More than One Reporting Person         Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned         1. Title of Security (Instr. 3)       A Deemed (Bornth/Day/Year)       Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4)       S. Amount of Security (Instr. 3)       S. Amount of Security (Instr. 4)       S. Amount of Securities Acquired (A) or (Instr. 4)       S. Amount of Securities Acquired (A) or (Instr. 4)       S. Amount of Securities Acquired (A) or (Instr. 4)         Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)       S. Number of Securities Inder/ying Securities Security (Instr. 5)       S. Number of Derivative Security (Instr. 6)       S. Number of Disposed of (D) (Instr. 4)       S. Number of Disposed of (D) (Instr. 4)       S. Number of Disposed of (D) (Instr. 4)	6620 WEST	BROAD S	TREET		4	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Indiv	idual or Join	t/Group Fi	ling (C	heck Applica	able Line)	
RICHMOND       VA       23230       Toth line up y mode lited Of Mode lited One Reporting Feison         (City)       (State)       (Zip)       Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned       S. Amount of Security (Instr. 3)       S. Amount of Security (Instr. 3)       S. Amount of Securities Acquired, Disposed of, O' Beneficially Owned       S. Amount of Securities Acquired (A) or (Instr. 4)       S. Amount of Securities Beneficially Owned       S. Amount of Securities Beneficial (Instr. 4)       S. Amount of Securities (Instr. 4) <t< td=""><td></td><td></td><td></td><td></td><td>— I</td><td colspan="8"></td><td>X</td><td colspan="5">X Form filed by One Reporting Person</td></t<>					— I									X	X Form filed by One Reporting Person					
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Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned         1. Title of Security (Instr. 3)       2. Transaction Date (Month/Day/Year)       2. Transaction Date (Month/Day/Year)       3. Transaction (Securities Acquired (A) or Date (Month/Day/Year))       5. Amount of Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)       5. Amount of Securities Beneficially Owned (Instr. 4)       6. Ownership (Form: Direct (D) or Indirect (D) (Instr. 4)       7. Nature of Disposed of (D) (Instr. 3, 4 and 5)       6. Ownership (Instr. 4)       6. Ownership (Instr. 4)       7. Nature of Disposed of (D) (Instr. 3, 4 and 5)       6. Ownership (Instr. 4)       6. Ownership (Instr. 4)       7. Nature of Disposed of (D) (Instr. 3, 4 and 5)       6. Ownership (Instr. 4)       6. Ownership (Instr. 4)       7. Nature of Disposed of (D) (Instr. 3, 4 and 5)       8. Price of Derivative Securities       6. Ownership (Instr. 4)       7. Title and Amount of Securities (Instr. 3)       8. Price of Derivative Securities (Instr. 4)       9. Number of Derivative Securities (Instr. 3)       9. Number of Derivative Securities (Instr. 3), 4 and 5)       9. Price of Derivative Security (Instr. 3), 4 and 5)       9. Price of Derivative Security (Instr. 4)       9. Price of Derivative Security (Instr. 4)       9. Price of Derivative Security (Instr. 4)       9. Price of Derivative Securities (Instr. 4)       9. Price of Derivative Security (Instr. 5)       8. Price of Derivative Securities (Instr. 4)       9. Price of Derivative Security (Instr. 5)       9. Price of Derivative Securities (Instr. 4)       9. Price of Derivative Security (Instr. 5)       <	(City)	(State	a) (	Zin)																
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Image: security (Instr. 3)       Image: security (Instr. 3)       Image: security (Instr. 3)       Image: security (Instr. 4)       Image: security (Instr. 4) <th< td=""><td colspan="4" rowspan="2">Date</td><td></td><td></td><td colspan="2" rowspan="2">if any</td><td colspan="2" rowspan="2">Code (Instr.</td><td colspan="3" rowspan="2">Disposed Of (D) (Instr. 3, 4 and</td><td>, 4 and 5)</td><td></td><td colspan="2"></td><td rowspan="2">or Indirect (I)</td><td rowspan="2">Beneficial</td></th<>	Date						if any		Code (Instr.		Disposed Of (D) (Instr. 3, 4 and			, 4 and 5)				or Indirect (I)	Beneficial	
Line       Code       V       Amount       (A) or (D)       Price       (Instr. 3 and 4)       Image: Constraint of the price of perivative securities and the period of the p					(wonth/Da	y/rear)														
Code       V       Anount       (D)       Price       V       V       Anount       (D)       Price       V						l.					(1)							(Instr. 4)		
<ul> <li>(e.g., puts, calls, warrants, options, convertible securities)</li> <li>1. Title of Derivative Security (Instr. 3)</li> <li>2. Conversion Date</li> <li>3. Transaction Date</li> <li>3. A. Deemed Execution Date, if any (Month/Day/Year)</li> <li>4. Transaction Derivative Security</li> <li>3. Deemed Execution Date, if any (Month/Day/Year)</li> <li>4. Transaction Derivative Securities</li> <li>5. Number of Derivative Securities</li> <li>5. Number of Derivative Securities</li> <li>6. Date Exercisable and Expiration Date (Month/Day/Year)</li> <li>6. Date Exercisable and Expiration Date (Month/Day/Year)</li> <li>7. Title and Amount of Security (Instr. 3, 4 and S)</li> <li>9. Number of Derivative Security</li> <li>9. Number of derivat</li></ul>								Code	V   A				Price	(Instr. 3 and 4)						
<ul> <li>(e.g., puts, calls, warrants, options, convertible securities)</li> <li>1. Title of Derivative Security (Instr. 3)</li> <li>2. Conversion Date</li> <li>3. Transaction Date</li> <li>3. A. Deemed Execution Date, if any (Month/Day/Year)</li> <li>4. Transaction Derivative Security</li> <li>3. Deemed Execution Date, if any (Month/Day/Year)</li> <li>4. Transaction Derivative Securities</li> <li>5. Number of Derivative Securities</li> <li>5. Number of Derivative Securities</li> <li>6. Date Exercisable and Expiration Date (Month/Day/Year)</li> <li>6. Date Exercisable and Expiration Date (Month/Day/Year)</li> <li>7. Title and Amount of Security (Instr. 3, 4 and S)</li> <li>9. Number of Derivative Security</li> <li>9. Number of derivat</li></ul>																				
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Derivative Security (Instr.       Conversion or Exercise Privative Security (Instr.       Date (Month/Day/Year)       Execution Date, if any (Month/Day/Year)       Transaction Language       Derivative Securities (Month/Day/Year)       Securities of Security       Securities Underlying Derivative Security (Instr.       Derivative Security       Security       Security       Derivative Security       Derivative Security       Derivative Security       Derivative Security       Derivative Security       Derivative Security       Derivative Security       Derivative Security       Derivative Security <th< td=""><td></td><td></td><td></td><td>(</td><td>e.g., put</td><td>s, cal</td><td>ls, warr</td><td>ants,</td><td>options</td><td>conv</td><td>/ertib</td><td>le sec</td><td>uritie</td><td>s)</td><td></td><td></td><td></td><td></td><td></td></th<>				(	e.g., put	s, cal	ls, warr	ants,	options	conv	/ertib	le sec	uritie	s)						
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3) Price of Derivative Security (Month/Day/Year) 8) Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Price of Derivative Security (Month/Day/Year) 8) Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Price of Derivative Security (Instr. 4) P								-								-				
Derivative Security Security And Single and Answer of An						Instr.						urity (Instr.								
s)     S)     Amount or Number of     Reported Transaction(s) (Instr. 4)	0,	Derivative			, [0,	Disposed of (D)									(11311.0)		,			
Date     Expiration     Amount or Number of     Transaction(s) (Instr. 4)		Security						4 and									(I) (Instr. 4)			
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I I I I I I I I I I I I I I I I I I I					Code	lv l	(A)	(D)	Date Exercisable			Title		Number of Shares						
						+	<u> </u>													

## Explanation of Responses:

\$8.88

Stock Settled

SARs

1. The SARs vest in four equal annual installments beginning on February 14, 2013. The vested and unexercised portion of the SARs, if any, shall be automatically exercised if the closing price of the issuer's common stock equals or exceeds a specified "maximum share value" equal to \$75.

(1)

02/14/2022

## /s/ Richard J. Oelhafen, Jr., by

power of attorney

02/16/2012

152,000

D

\*\* Signature of Reporting Person

Common

Stock

152,000

\$<mark>0</mark>

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).

02/14/2012

\*\* 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.

Α

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.

152,000

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