FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL							
OMB Number:	3235-0287						
Estimated average burden							
hours per response:	0.5						

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

VA	NCIAL, INC. REET	3230		2. Issuer Name and Ticker or Trading Symbol GENWORTH FINANCIAL INC [GNW] 3. Date of Earliest Transaction (Month/Day/Year) 02/14/2012 4. If Amendment, Date of Original Filed (Month/Day/Year)							X 6. Indiv	below) idual or Join Form filed	below) Vice President t/Group Filing (Check Applicable Line) d by One Reporting Person				
1. Title of Security (Instr. 3) 2. Tran Date (Month				2A. Deemed Execution Date, if any (Month/Day/Year)			3. Transacti Code (Ins 8) Code	on tr.	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 a Amount (A) or (D) Proceed of, or Beneficially			nd 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)
2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date if any	4. Trai	nsaction	5. Number of Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		ole and	7. Title and Amoun Securities Underlyl Derivative Security 3 and 4)		ring / (Instr.	8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficial Owned Following Reported	Ownership Form: Ily Direct (D) or Indirect (I) (Instr. 4	Ownership Form:	Beneficial Ownership (Instr. 4)
			Cod	le V	(A)	(D)	Date Exercisable			Title Class A							
\$8.88	02/14/2012		+	+	7,333		(1)	02/	(3)	Common Stock Class A Common	+		\$0 \$0		-	D D	
	VA (State VA (State y (Instr. 3)	RTH FINANCIAL, INC. ROAD STREET VA 2 (State) (2 (State) (2 (Instr. 3) 3. Transaction Date (Month/Day/Year) Price of Derivative Security \$8.88 02/14/2012	Table II - Non Y (Instr. 3) Table II - Non Y (Instr. 3) Table II - Non Y (Instr. 3) Table II - I (Instr. 3) Security Security Table II - I (Instr. 3) Security Security Table II - I (Instr. 3)	(First) (Middle) RTH FINANCIAL, INC. ROAD STREET VA 23230 (State) (Zip) Table I - Non-Deriv y (Instr. 3) Table II - Derivat (e.g., p 2. Crans Date (Month/Day/Year) Core Exercise Price of Derivative Security 3A. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) Coc \$8.88 02/14/2012	(First) (Middle) RTH FINANCIAL, INC. 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Explanation of Responses:

- 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.
- 2. Restricted Stock Units settle in Class A Common Stock on a 1:1 basis.
- 3. Restricted Stock Units reported on this Form 4 vest and convert to Class A Common Stock in four equal annual installments beginning on February 14, 2013.

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

02/16/2012

power of attorney

** 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.