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).

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

1. Name and Address of Reporting Person * Groh Kelly L				Name and Ticker of VORTH FIN	0,		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner						
(Last) (First) (Middle) C/O GENWORTH FINANCIAL, INC.			3. Date o 02/20/2	f Earliest Transaction 014	on (Month/Day/	Year)	x	Officer (give title below)	Other (specify below) nt & Controller				
6620 WEST BROAD STREET				4. If Amendment, Date of Original Filed (Month/Day/Year)				6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person					
(Street) RICHMOND	VA	23230					X	Form filed by One		ng Person			
(City)	(State)	(Zip)											
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
1. Title of Security (Instr. 3) 2. Tran				2A. Deemed	3.	4. Securities Acquired (A) o	r	5. Amount of	6. Ownership	7. Nature of			

2. Transaction	ZA. Deemed	J		4. Securities Ad	quirea (A)	or	5. Amount of	6. Ownership	7. Nature or	
Date	Execution Date,	Transaction		Disposed Of (D) (Instr. 3, 4 and 5)			Securities	Form: Direct (D)	Indirect	
(Month/Day/Year)	if any	Code (In	ıstr.				Beneficially Owned	or Indirect (I)	Beneficial	
	(Month/Day/Year)	8)				Following Reported	(Instr. 4)	Ownership		
1 1						Transaction(s)		(Instr. 4)		
		Code	v	Amount		Price			(
		ooue	Ľ	Amount	(D)	11100				
	Date (Month/Day/Year)	Date Execution Date, (Month/Day/Year) if any	Date Execution Date, Transac	Date (Month/Day/Year) Execution Date, Transaction Code (Instr. (Month/Day/Year) (Month/Day/Year)	Date (Month/Day/Year) Execution Date, (Month/Day/Year) Execution Date, (Month/Day/Year) Disposed Of (D	Date Execution Date, If any Code (Instr. 3, Importance) (Month/Day/Year) (Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) Transaction Code (Instr. a) Disposed Of (D) (Instr. 3, 4 and 5) (Code (Instr. b) Code (Instr. b	Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) Disposed Of (D) (Instr. 3, 4 and 5) Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) Price	Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code (Instr. 8) Disposed Of (D) (Instr. 3, 4 and 5) Securities Beneficially Owned Following Reported Transaction(s) Form: Direct (D) or Indirect (I) (Instr. 4) Code V Amount (A) or (Instr. 3 and 4) Price Instr. 3 and 4)	

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)	derivative Securities Beneficially Owned Following Reported	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	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Stock Settled SARs	\$15.23	02/20/2014		A		14,650		(1)	02/20/2024	Class A Common Stock	14,650	\$0	14,650	D	
Restricted Stock Units	(2)	02/20/2014		A		5,250		(3)	(3)	Class A Common Stock	5,250	\$0	5,250	D	

Explanation of Responses:

1. The SARs vest in four equal annual installments beginning on February 20, 2015. 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 vest and convert to Class A Common Stock in four equal annual installments beginning on February 20, 2015.

/s/ Christine A. Ness, by power of	02/24/2014
attorney	02/24/2014
** 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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