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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Price of Derivative Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Price of Derivative Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Price of Derivative Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Price of Derivative Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Price of Derivative Security (Instr. 3) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) Price of Derivative Security (Instr. 3) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Price of Derivative Security (Instr. 3) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Form: Direct (D) or Indirect (D) (Instr. 4) 6. Ownership Form: Direct (D) or Indirect (D) (Instr. 4) 7. Title and Amount of Securities Security Securities Security Securities Underlying Derivative Securities Underlying Derivative Securities Security Security Security Security Security Security Security Security Security Securities Derivative Securities Derivative Securities Derivative Securities Derivative Securities Derivative Securities Derivative Security Secur	1. Name and Address of Reporting Person* Klein Martin P (Last) (First) (Middle) C/O GENWORTH FINANCIAL, INC. 6620 WEST BROAD STREET (Street) RICHMOND VA 23230 (City) (State) (Zip)						2. Issuer Name and Ticker or Trading Symbol GENWORTH FINANCIAL INC [GNW] 3. Date of Earliest Transaction (Month/Day/Year) 06/01/2015 4. If Amendment, Date of Original Filed (Month/Day/Year)									tionship of Reporting Person(s) to Issuer all applicable) Director 10% Owner Officer (give title Other (specify below) EVP & Chief Financial Officer idual or Joint/Group Filing (Check Applicable Line Form filed by One Reporting Person Form filed by More than One Reporting Person				r able Line)
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 (Month/Day/Year) 3. Transaction Date Execution Date, if any (Month/Day/Year) (Month/Day/Year) 3. Transaction Date Execution Date, if any (Month/Day/Year) (Month/Day/Year) 3. Transaction Date Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 3. Transaction Date Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 3. Transaction Date Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 3. Transaction Date Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 3. Transaction Date Expiration Date (Month/Day/Year) (Month/Day/Year) 3. Title and Amount of Securities Derivative Securities 3. Title and Amount of Securities 3. Price of Derivative Securities 3. Number of Derivative Securities 3. Acquired (A) or Disposed of (D) (Instr. 3, 4	1. Title of Security (Instr. 3)				2. Trans Date (Month/	Transaction ate floorth/Day/Year)		2A. Deemed Execution Date, if any		3. Transact Code (In: 8) Code	tion str.	4. Securi Disposed Amount 33,33	ities Acquired (A) or d Of (D) (Instr. 3, 4 ar		or 4 and 5) Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
Reported Transaction(s) (Instr. 4)	1. Title of Derivative Security (Instr. 3) 2. Conversion or Exercise Price of Derivative Security 3. Transaction Date Execution Date (Month/Day/Year) if any (Month/Day/N			Deriva e.g., p 4. Tra Co ear) 8)	vative Sec, puts, call 4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		red, Disposed ptions, conv 6. Date Exercisable Expiration Date (Month/Day/Year)		sed of, onvertible able and onvertible	7. Title Security Derivation 3 and 4	neficia curities and Amaties Unde ties Unde ties Vecu 4)	Lily Owners) ount of barlying rity (Instr. Amount or Number of Shares	8. Price of Derivative Security (Instr. 5)	e of ive derivative Securities Beneficial Owned Following Reported Transactic		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	

Explanation of Responses:

- 1. Restricted Stock Units settle in Class A Common Stock on a 1:1 basis.
- 2. The Company withheld shares of common stock to satisfy the tax withholding obligation for the Reporting Person's Restricted Stock Units that vested on <math>06/01/2015.
- 3. Restricted Stock Units vested and converted to Class A Common Stock on 06/01/2015.

Remarks:

/s/ Christine A. Ness, by power of attorney 06/03/2015

** 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.