

| OMB APPROVAL                                 |           |
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**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

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

|  |  |  |
|--|--|--|
| 1. Name and Address of Reporting Person *<br><u>Groh Kelly L</u><br><br>(Last) (First) (Middle)<br>C/O GENWORTH FINANCIAL, INC.<br>6620 WEST BROAD STREET<br><br>(Street)<br>RICHMOND VA 23230<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>GENWORTH FINANCIAL INC [ GNW ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br>Officer (give title below) Other (specify below)<br>EVP & Chief Financial Officer |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>02/18/2017                       |  |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                             |  |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|--------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price  |   |  |   |
| Class A Common Stock            | 02/18/2017                           |  | M                              |   | 60,000  | A          | (1)    | 87,292  | D  |   |
| Class A Common Stock            | 02/18/2017                           |  | F                              |   | 20,397 <sup>(2)</sup>   | D          | \$4.01 | 66,895  | D  |   |
| Class A Common Stock            | 02/20/2017                           |  | M                              |   | 1,062   | A          | (1)    | 67,957  | D  |   |
| Class A Common Stock            | 02/20/2017                           |  | F                              |   | 352 <sup>(3)</sup>  | D          | \$4.01 | 67,605  | D  |   |
| Class A Common Stock            |                                      |  |                                |   |   |            |        | 1,262.8919  | I  | by 401(k)   |

**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) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 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 |
| Restricted Stock Units                     | (1)  | 02/18/2017                           |  | M                              |   |  | 60,000 | (4)  | (4)             | Class A Common Stock  | 60,000                                     | \$0.00   | 120,000   | D  |       |
| Restricted Stock Units                     | (1)  | 02/20/2017                           |  | M                              |   |  | 1,062  | (5)  | (5)             | Class A Common Stock  | 1,062                                      | \$0.00   | 1,062   | D  |       |

**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 February 18, 2017.
3. The Company withheld shares of common stock to satisfy the tax withholding obligation for the Reporting Person's Restricted Stock Units that vested on February 20, 2017.
4. Restricted Stock Units vested and converted to Class A Common Stock on February 18, 2017.
5. Restricted Stock Units vested and converted to Class A Common Stock on February 20, 2017.

**Remarks:**

/s/ David F. Kurzawa, by power of attorney 02/21/2017

\*\* 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.