

OMB APPROVAL	
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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 * <u>GE FINANCIAL ASSURANCE HOLDINGS INC</u>  (Last) (First) (Middle) <u>6604 WEST BROAD ST</u>  (Street) <u>RICHMOND VA 23230</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>GENWORTH FINANCIAL INC [ GNW ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/04/2004</u>	
	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 B Common Stock	06/04/2004		S <sup>(2)</sup>		1,440,000	D	\$19.5	343,088,145	D <sup>(1)</sup>	

**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		Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person \*

GE FINANCIAL ASSURANCE HOLDINGS INC

(Last) (First) (Middle)  
6604 WEST BROAD ST

(Street)  
RICHMOND VA 23230

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

GEL, Inc.

(Last) (First) (Middle)  
6604 WEST BROAD STREET

(Street)  
RICHMOND VA 23230

(City) (State) (Zip)

1. Name and Address of Reporting Person *		
<u>GENERAL ELECTRIC CAPITAL CORP</u>		
(Last)	(First)	(Middle)
260 LONG RIDGE RD		
(Street)		
STAMFORD	CT	06927
(City)	(State)	(Zip)

  

1. Name and Address of Reporting Person *		
<u>GENERAL ELECTRIC CAPITAL SERVICES INC/CT</u>		
(Last)	(First)	(Middle)
260 LONG RIDGE RD		
(Street)		
STAMFORD	CT	06927
(City)	(State)	(Zip)

  

1. Name and Address of Reporting Person *		
<u>GENERAL ELECTRIC CO</u>		
(Last)	(First)	(Middle)
3135 EASTON TURNPIKE		
(Street)		
FAIRFIELD	CT	06828
(City)	(State)	(Zip)

**Explanation of Responses:**

1. GE Financial Assurance Holdings, Inc. is a subsidiary of GEI, Inc., which is a subsidiary of General Electric Capital Corporation, which is a subsidiary of General Electric Capital Services, Inc., which is a subsidiary of General Electric Company. GEI, Inc., General Electric Capital Corporation, General Electric Capital Services, Inc. and General Electric Company disclaim beneficial ownership of all shares owned by GE Financial Assurance Holdings, Inc.

2. Sale in connection with the exercise of an over-allotment option by the underwriters.

**Remarks:**

See Exhibit 99.1

/s/ Briggs Tobin, Attorney-in-fact 06/08/2004

\*\* 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.**

Joint Filer Information  
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Name of Joint Filer: GEI, Inc.

Address of Joint Filer: 6604 West Broad Street  
Richmond, Virginia 23230

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: Genworth Financial, Inc. (GNW)

Date of Earliest Transaction Required  
to be Reported (Month/Day/Year): 6/4/2004

Designated Filer: GE Financial Assurance Holdings, Inc.

SIGNATURE:

GEI, Inc.

/s/ Briggs Tobin

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Name: Briggs Tobin  
Title: Attorney-in-fact

June 8, 2004  
Date

Joint Filer Information  
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Name of Joint Filer: General Electric Capital Corporation

Address of Joint Filer: 260 Long Ridge Road  
Stamford, CT 06927

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: Genworth Financial, Inc. (GNW)

Date of Earliest Transaction Required  
to be Reported (Month/Day/Year): 6/4/2004

Designated Filer: GE Financial Assurance Holdings, Inc.

SIGNATURE:

General Electric Capital Corporation

/s/ Briggs Tobin

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Name: Briggs Tobin  
Title: Attorney-in-fact

June 8, 2004  
Date

Joint Filer Information  
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Name of Joint Filer: General Electric Capital Services, Inc.

Address of Joint Filer: 260 Long Ridge Road  
Stamford, CT 06927

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: Genworth Financial, Inc. (GNW)

Date of Earliest Transaction Required  
to be Reported (Month/Day/Year): 6/4/2004

Designated Filer:

GE Financial Assurance Holdings, Inc.

SIGNATURE:

General Electric Capital Services, Inc.

/s/ Briggs Tobin

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Name: Briggs Tobin  
Title: Attorney-in-fact

June 8, 2004

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Date

Joint Filer Information

Name of Joint Filer:

General Electric Company

Address of Joint Filer:

3135 Easton Turnpike  
Fairfield, CT 06828

Relationship of Joint Filer to Issuer:

10% Owner

Issuer Name and Ticker or Trading Symbol:

Genworth Financial, Inc. (GNW)

Date of Earliest Transaction Required  
to be Reported (Month/Day/Year):

6/4/2004

Designated Filer:

GE Financial Assurance Holdings, Inc.

SIGNATURE:

General Electric Company

/s/ Briggs Tobin

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Name: Briggs Tobin  
Title: Attorney-in-fact

June 8, 2004

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Date

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