

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 * <u>FRAIZER MICHAEL D</u> (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 <u>GENWORTH FINANCIAL INC [GNW]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chairman, Pres. and CEO
	3. Date of Earliest Transaction (Month/Day/Year) 05/25/2004	
	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	05/25/2004		P		100	A	\$18.75	100	D	

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
Stock Option (right to buy)	\$6.8016	05/25/2004		A		140,868		(1) 09/15/2005		Class A Common Stock	140,868	(15)	140,868	D	
Stock Option (right to buy)	\$9.4104	05/25/2004		A		169,041		(1) 09/13/2006		Class A Common Stock	169,041	(15)	169,041	D	
Stock Option (right to buy)	\$14.109	05/25/2004		A		117,390		(1) 09/12/2007		Class A Common Stock	117,390	(15)	117,390	D	
Stock Option (right to buy)	\$16.8775	05/25/2004		A		187,823		(1) 09/11/2008		Class A Common Stock	187,823	(15)	187,823	D	
Stock Option (right to buy)	\$25.3829	05/25/2004		A		211,301		(2) 09/10/2009		Class A Common Stock	211,301	(15)	211,301	D	
Stock Option (right to buy)	\$36.6169	05/25/2004		A		195,649		(3) 09/22/2010		Class A Common Stock	195,649	(15)	195,649	D	
Stock Option (right to buy)	\$27.9518	05/25/2004		A		313,039		(4) 07/26/2011		Class A Common Stock	313,039	(15)	313,039	D	
Stock Option (right to buy)	\$22.6681	05/25/2004		A		156,520		(5) 09/26/2011		Class A Common Stock	156,520	(15)	156,520	D	
Stock Option (right to buy)	\$17.2822	05/25/2004		A		469,558		(6) 09/13/2012		Class A Common Stock	469,558	(15)	469,558	D	
Restricted Stock Unit	(7)	05/25/2004		A		70,434		10/03/2023 (7)		Class A Common Stock	70,434	(15)	70,434	D	
Restricted Stock Unit	(7)	05/25/2004		A		123,259		(8) (7)		Class A Common Stock	123,259	(15)	123,259	D	
Restricted Stock Unit	(7)	05/25/2004		A		70,434		(9) (7)		Class A Common Stock	70,434	(15)	70,434	D	

**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 Unit	(7)	05/25/2004		A		70,434		(10)	(7)	Class A Common Stock	70,434	(15)	70,434	D	
Restricted Stock Unit	(7)	05/25/2004		A		62,608		(11)	(7)	Class A Common Stock	62,608	(15)	62,608	D	
Restricted Stock Unit	(7)	05/25/2004		A		67,826		(12)	(7)	Class A Common Stock	67,826	(15)	67,826	D	
Stock Settled SAR (right to buy)	\$20,1445	05/25/2004		A		305,213		(13)	09/12/2013	Class A Common Stock	305,213	(15)	305,213	D	
Stock Settled SAR (right to buy)	\$19.5	05/25/2004		A		1,900,000		(14)	05/25/2014	Class A Common Stock	1,900,000	(16)	1,900,000	D	

Explanation of Responses:

1. Immediately.
2. 50% immediately vested; 50% vests 9/10/04.
3. 50% immediately vested; 50% vests 9/22/05.
4. 50% immediately vested; 50% vests 9/26/05.
5. Vests 50% - 9/26/04; 50% - 9/26/06.
6. 20% immediately vested. Remaining award vests 20% - 9/13/04; 20% - 9/13/05; 20% - 9/13/06; 20% - 9/13/07.
7. 1:1; no expiration date.
8. Vests one third 6/26/05; two thirds 10/3/23.
9. Vests one third 7/29/06; two thirds 10/3/23.
10. Vests one third 6/22/07; two thirds 10/3/23.
11. Vests 25% - 9/10/04; 25% - 9/10/08; 50% - 10/3/23.
12. Vests 50% - 9/12/06; 50% - 9/12/08.
13. Vests in 20% annual increments beginning on 9/12/04.
14. Vests in 25% annual increments beginning on 5/25/06.
15. Replaces cancelled General Electric Company award.
16. Not applicable.

/s/ Richard J. Oelhafen Jr.,
Attorney-in-fact

05/25/2004

** 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.

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