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). Ш

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 Addres		rson [*]	2. Issuer Name and Ticker or Trading Symbol <u>GENWORTH FINANCIAL INC</u> [GNW]		tionship of Reporting Pers all applicable)	()			
(Last) (First) (Middle) C/O GENWORTH FINANCIAL, INC.		()	3. Date of Earliest Transaction (Month/Day/Year) 10/28/2005	x	Director Officer (give title below) SVP - Human	10% Owner Other (specify below) Resources			
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	, ,	orting Person n One Reporting Person			
(City)	(State)	(Zip)							
		Table I - Non	-Derivative Securities Acquired, Disposed of, or Benefi	cially Ow	ned				

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	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Class A Common Stock	10/28/2005		М		1,957	Α	(1)	15,222	D	
Class A Common Stock	10/28/2005		F		730	D	\$30.74	14,492	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

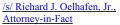
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transac Code (Ir 8)		n Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Restricted Stock Unit	(1)	10/28/2005		М			1,957	(2)	(2)	Class A Common Stock	1,957	(3)	5,869	D	

Explanation of Responses:

1. Restricted Stock Unit settles in Class A Common Stock on a 1:1 basis.

2. Vested 25% - 10/28/2005; no expiration date.

3. Not applicable.



11/01/2005

** 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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