

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) <u>C/O GENWORTH FINANCIAL, INC.</u> <u>6620 WEST BROAD STREET</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">Chairman, President & CEO</p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/07/2005</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 A Common Stock	11/07/2005		M		70,000	A	\$9.4104	287,116	D	
Class A Common Stock	11/07/2005		S		10,500	D	\$32.3	276,616	D	
Class A Common Stock	11/07/2005		S		3,700	D	\$32.31	272,916	D	
Class A Common Stock	11/07/2005		S		2,200	D	\$32.32	270,716	D	
Class A Common Stock	11/07/2005		S		1,100	D	\$32.33	269,616	D	
Class A Common Stock	11/07/2005		S		200	D	\$32.34	269,416	D	
Class A Common Stock	11/07/2005		S		6,141	D	\$32.35	263,275	D	
Class A Common Stock	11/07/2005		S		3,200	D	\$32.36	260,075	D	
Class A Common Stock	11/07/2005		S		1,100	D	\$32.37	258,975	D	
Class A Common Stock	11/07/2005		S		4,000	D	\$32.38	254,975	D	
Class A Common Stock	11/07/2005		S		3,200	D	\$32.39	251,775	D	
Class A Common Stock	11/07/2005		S		2,300	D	\$32.4	249,475	D	
Class A Common Stock	11/07/2005		S		2,700	D	\$32.41	246,775	D	
Class A Common Stock	11/07/2005		S		100	D	\$32.42	246,675	D	
Class A Common Stock	11/07/2005		S		1,300	D	\$32.43	245,375	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	Amount or Number of Shares				
Stock Option (right to buy)	\$9.4104	11/07/2005		M			70,000	(1)	09/13/2006	Class A Common Stock	70,000	(2)	0	D	

Explanation of Responses:

- 1. Immediately
- 2. Not applicable

Remarks:

All of the sales reported on this Form 4 were in connection with a broker-assisted cashless exercise of a stock option (which was previously converted from a 1996 stock option grant by General Electric Company) to cover the aggregate exercise price and tax withholding. The net shares received by the reporting person are subject to the issuer's 9-month holding period policy for stock option exercises.

/s/ Richard J. Oelhafen Jr.
Attorney-in-Fact

11/08/2005

** 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.

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.