SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL OMB Number: 3235-0104 Estimated average burden hours per response: 0.5

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 Addr Marsico Sar | | 2. Date of Event R Statement (Month/ 01/09/2006 | | 3. Issuer Name and Ticker or Trading GENWORTH FINANCIA | | | | | | |
|--|---------------|---|---|--|--|--|------------------------------------|--|---|--|
| (Last) (First) (Middle) C/O GENWORTH FINANCIAL, INC. 6620 WEST BROAD STREET (Street) RICHMOND VA 23230 | | | - | | 4. Relationship of Reporting Person(s (Check all applicable) | , | | 5. 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 Form filed by More than One Reporting Person | | |
| | | | _ | | Director X Officer (give title below) SVP - Chief Risk (| 10% Owner Other (speci below) Officer | fy App | | | |
| | | | | | | | | | | |
| (City) | (State) | (Zip) | | | | | | | | |
| | | | Table I - No | n-Deriva | tive Securities Beneficially | Owned | | | | |
| 1. Title of Security (Instr. 4) | | | | | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | | eneficial Ownership (Instr. | | |
| Class A Common Stock | | | | | 9,250 | D | | | | |
| | | | | | ve Securities Beneficially Ov ants, options, convertible se | | | | | |
| 1. Title of Derivative Security (Instr. 4) | | | 2. Date Exerce Expiration D (Month/Day/ | ate | d 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise | 5. Ownership Form: Direct (D) or | 6. Nature of Indirect Beneficial Ownership (Instr. 5) | |
| | | | Date Exercisable | Expiration Date | n Title | Amount or Number of Shares | Price of Derivative Security | Indirect (I) (Instr. 5) | | |
| Stock Option (r | right to buy) | | (1) | 05/25/2014 | 4 Class A Common Stock | 55,000 | 19.5 | D | | |
| Stock Option (right to buy) | | | (2) | 09/13/2012 | 2 Class A Common Stock | 6,261 | 17.2822 | D | | |
| Stock Option (right to buy) | | | 09/14/2004 | 03/14/2010 | Class A Common Stock | 3,522 | 27.0467 | D | | |
| Stock Option (right to buy) | | | 09/26/2005 | 07/26/2011 | Class A Common Stock | 3,131 | 27.9518 | D | | |
| Stock Option (right to buy) | | | (3) | 09/26/2011 | Class A Common Stock | 3,131 | 22.6681 | D | | |
| Stock Option (right to buy) | | | (4) | 07/20/2015 | 5 Class A Common Stock | 7,200 | 32.1 | D | | |
| Restricted Stock Unit | | | (5) | (6) | Class A Common Stock | 5,869 | (7) | D | | |
| Restricted Stock Unit | | | (8) | (6) | Class A Common Stock | 1,600 | (7) | D | | |

Explanation of Responses:

1. Vests in 25% annual increments beginning on 5/25/2006.

2. Vested 25% on 9/13/2004 and 9/13/2005; remainder vests in 25% annual increments beginning on 9/13/2006.

3. Vested 50% on 9/26/2004; vests 50% 9/26/2006.

4. Vests in 20% annual increments beginning on 7/20/2006

5. Vests 33% on 7/25/2007; 33% 7/25/2012; remainder at retirement.

6. Restricted Stock Unit settles in Class A Common Stock on a 1:1 basis; no expiration date.

7. Not applicable.

8. Vests 50% - 7/20/2008; 50% - 7/20/10.

/s/ Richard J. Oelhafen, Jr., Attorney-in -Fact ** Signature of Reporting Person

01/19/2006

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 5 (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. January 10, 2006

Securities and Exchange Commission 450 5th Street, N.W. Washington, D.C. 20549

Re: Authorization to Sign Rule 16 Forms

To whom it may concern:

I am Senior Vice President - Chief Risk Officer of Genworth Financial, Inc. ("Genworth") and, until further written notice, I hereby individually authorize Leon E. Roday (Genworth's Senior Vice President, General Counsel and Secretary), Richard J. Oelhafen, Jr. (Genworth's Vice President and Assistant Secretary) and Christine. A. Ness (Assistant Secretary) to sign on my behalf a Form 3 and any Form 4 or Form 5 or related form that I have filed or may file hereafter in connection with my direct or indirect beneficial ownership of Genworth securities, and to take any other action of any type whatsoever in connection with the foregoing which in his or her opinion may be of benefit to, in the best interest of, or legally required by me.

> Very truly yours, /s/ Samuel D. Marsico

Samuel D. Marsico