

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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, President & CEO
	3. Date of Earliest Transaction (Month/Day/Year) 05/19/2006	
	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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	05/19/2006		M		117,390	A	\$14.109	362,765	D	
Class A Common Stock	05/19/2006		M		187,823	A	\$16.8775	550,588	D	
Class A Common Stock	05/19/2006		S		10,061	D	\$32.35	540,527	D	
Class A Common Stock	05/19/2006		S		1,100	D	\$32.36	539,427	D	
Class A Common Stock	05/19/2006		S		6,500	D	\$32.38	532,927	D	
Class A Common Stock	05/19/2006		S		7,000	D	\$32.42	525,927	D	
Class A Common Stock	05/19/2006		S		1,000	D	\$32.44	524,927	D	
Class A Common Stock	05/19/2006		S		3,000	D	\$32.45	521,927	D	
Class A Common Stock	05/19/2006		S		5,400	D	\$32.47	516,527	D	
Class A Common Stock	05/19/2006		S		2,000	D	\$32.48	514,527	D	
Class A Common Stock	05/19/2006		S		22,200	D	\$32.49	492,327	D	
Class A Common Stock	05/19/2006		S		139,100	D	\$32.5	353,227	D	
Class A Common Stock	05/19/2006		S		7,000	D	\$32.51	346,227	D	
Class A Common Stock	05/19/2006		S		3,000	D	\$32.52	343,227	D	
Class A Common Stock	05/19/2006		S		6,000	D	\$32.58	337,227	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)	\$14.109	05/19/2006		M			117,390	(I)	09/12/2007	Class A Common Stock	117,390	(2)	0	D	
Stock Option (right to buy)	\$16.8775	05/19/2006		M			187,823	(I)	09/11/2008	Class A Common Stock	187,823	(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 broker-assisted cashless exercises of stock options (which were previously converted from 1997 and 1998 stock option grants by General Electric Company) to cover the aggregate exercise price and a portion of the 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

05/19/2006

\*\* 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.**