

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>11/02/2006</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	11/02/2006		M		183,129	A	\$20.1445	553,530	D	
Class A Common Stock	11/02/2006		D		112,454	D	\$32.805	441,076	D	
Class A Common Stock	11/02/2006		F		29,825	D	\$32.805	411,251	D	
Class A Common Stock	11/02/2006		M		121,000	A	\$22.6681	532,251	D	
Class A Common Stock	11/02/2006		S		100,000	D	\$32.8633 ⁽¹⁾	432,251	D	
Class A Common Stock	11/03/2006		M		35,520	A	\$22.6681	467,771	D	
Class A Common Stock	11/03/2006		M		211,301	A	\$25.3829	679,072	D	
Class A Common Stock	11/03/2006		S		215,000	D	\$32.8852 ⁽²⁾	464,072	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 Appreciation Right	\$20.1445	11/02/2006		M			183,129	(3)	09/12/2013	Class A Common Stock	183,129	(4)	122,084	D	
Stock Option (right to buy)	\$22.6681	11/02/2006		M			121,000	(5)	09/26/2011	Class A Common Stock	121,000	(4)	35,520	D	
Stock Option (right to buy)	\$22.6681	11/03/2006		M			35,520	(5)	09/26/2011	Class A Common	35,520	(4)	0	D	
Stock Option (right to buy)	\$25.3829	11/03/2006		M			211,301	(6)	09/10/2009	Class A Common	211,301	(4)	0	D	

Explanation of Responses:

- Price indicated is the weighted average sales price as a result of a series of broker-assisted transactions ranging in price from \$32.84 to \$32.89 per share.
- Price indicated is the weighted average sales price as a result of a series of broker-assisted transactions ranging in price from \$32.76 to \$33.06 per share.
- Vested 20% annual increments on 9/12/2004, 9/12/2005 and 9/12/2006.
- Not Applicable.
- Vested 50% on 9/26/2004 and 50% on 9/26/2006.
- Vested 50% on 5/25/2004 and 50% on 9/10/2004.

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 stock option grants by General Electric Company) to cover the aggregate exercise price and applicable tax withholding. The net shares received by the reporting person for exercise of stock options and stock settled stock appreciation rights are subject to the issuer's 9-month holding period policy.

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

11/06/2006

** 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.