FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

` ' ' ' '							2. Issuer Name and Ticker or Trading Symbol GENWORTH FINANCIAL INC [GNW] 3. Date of Earliest Transaction (Month/Day/Year) 07/27/2007								10% Owner Other (specify below)		
treet) UICHMOND VA 23230						4. If Amendment, Date of Original Filed (Month/Day/Year)							ividual or Joint/Group Filing (Check Applicable Line)				
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																	
Da				- 1		Execution Date, if any (Month/Day/Year)		Transaction Code (Instr. 8)		sposed Of (D) (Instr. 3, 4 a		4 and 5)	Following F	Ily Owned or Reported on(s)		Direct (D)	Indirect Beneficial Ownership (Instr. 4)
						M F	v 	5,871 2,478			(1) \$31.7	105,392			D D		
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																	
2. Conversion or Exercise Price of Derivative Security	rcise (Month/Day/Year) If titive ty	if any	Code	Transaction Code (Instr.		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)		Securities Underly		erlying	8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported	e s illy	Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
(I)			-	v	(A) (D)		Exercisable		ate		ss A	of Shares	(1)	(Instr. 4)			
(Last) (First) (Middle) C/O GENWORTH FINANCIAL, INC. 6620 WEST BROAD STREET (Street) RICHMOND VA 23230 (City) (State) (Zip) Table I - Non-Derivate (Month Control of Exercise Price of Derivative Security (Instr. 3) 1. Title of Derivative Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Table II - Derivative (e.g., 1 and					(First) (Middle) RTH FINANCIAL, INC. ROAD STREET VA 23230 (State) (Zip) Table I - Non-Derivative Solution (Month/Day/Year) Table II - Derivative Sec (e.g., puts, call fam) (Month/Day/Year) Table II - Derivative Sec (e.g., puts, call fam) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) Table II - Derivative Sec (e.g., puts, call fam) (Month/Day/Year) A. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) A. Deemed Transaction Code (Instr. 8)	GENWORT 3. Date of Earliest 07/27/2007 4. 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ROAD STREET VA 23230 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) VA (Instr. 3) Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Date (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) and Stock O7/27/2007 M 5,871 A (I) 105, on Stock O7/27/2007 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities Date (Month/Day/Year) A Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities Date (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Code V Amount (D) 105, on Stock O7/27/2007 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Conversion Date Execution Date (Month/Day/Year) (Month/Day/Year) ON Stock O7/27/2007 Table II - Derivative Securities Acquired (A) or Date Expiration Date (Month/Day/Year) ON Stock O7/27/2007 Table II - Derivative Securities Acquired (A) or Date Expiration Date (Month/Day/Year) ON Stock O7/27/2007 A Deemed Execution Date, Instruction Date, Ins	GENWORTH FINANCIAL INC [GNW] 3. 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Explanation of Responses:

- 1. Restricted Stock Units settle in Class A Common Stock on a 1:1 basis.
- $2.\ Restricted\ Stock\ Units\ reported\ on\ this\ Form\ 4\ vested\ and\ converted\ to\ Class\ A\ Common\ Stock\ on\ 7/27/2007.$

/s/ Richard J. Oelhafen, Jr., Attorney-in-Fact 07/31/2007

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

 $^{^{\}star}$ 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).