SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1. Name and Address of Reporting Person* Laming Michael S			2. Issuer Name and Ticker or Trading Symbol <u>GENWORTH FINANCIAL INC</u> [GNW]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					
(Last) (First) (Middle) C/O GENWORTH FINANCIAL, INC.		, , , , , , , , , , , , , , , , , , ,	3. Date of Earliest Transaction (Month/Day/Year) 09/13/2007	X Officer (give title below) Other (specify below) SVP - Human Resources					
6620 WEST BR (Street) RICHMOND (City)	620 WEST BROAD STREET treet) LICHMOND VA 23230		4. 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					
		Table I - Non	-Derivative Securities Acquired, Disposed of, or Benefi	cially Owned					

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 A Disposed Of (E			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Class A Common Stock	09/13/2007		М		3,913	A	(1)	20,386	D	
Class A Common Stock	09/13/2007		F		1,260	D	\$29.305	19,126	D	
Class A Common Stock								500	Ι	Trust for Child
Class A Common Stock								500	I	Trust for Child

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(e.g., puis, cans, 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. Transac Code (Ir 8)		Derivative		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	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		Transaction(s) (Instr. 4)		
Restricted Stock Units	(1)	09/13/2007		М			3,913	(2)	(2)	Class A Common Stock	3,913	(1)	7,826	D	

Explanation of Responses:

1. Restricted Stock Units settle in Class A Common Stock on a 1:1 basis.

2. Ristricted Stock Units reported on this Form 4 vested and converted to Class A Common Stock on 9/13/2007.

/s/ Richard J. Oelhafen, Jr.,

Attorney-in-Fact ** Signature of Reporting Person 09/14/2007

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.

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