

OMB APPROVAL	
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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 * <u>Pehota Joseph</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) Director 10% Owner Officer (give title below) Other (specify below) X SVP - Corporate Development
	3. Date of Earliest Transaction (Month/Day/Year) 08/18/2009	
	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			

**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 Settled SARs	\$22.8	08/18/2009		D			45,500	(1)	02/13/2018	Class A Common Stock	45,500	(8)	0	D	
Stock Settled SARs	\$30.52	08/18/2009		D			31,150	(2)	07/31/2017	Class A Common Stock	31,150	(8)	0	D	
Stock Settled SARs	\$34.13	08/18/2009		D			24,500	(3)	08/09/2016	Class A Common Stock	24,500	(8)	0	D	
Stock Settled SARs	\$32.1	08/18/2009		D			21,000	(4)	07/20/2015	Class A Common Stock	21,000	(8)	0	D	
Stock Settled SARs	\$19.5	08/18/2009		D			50,000	(5)	05/25/2014	Class A Common Stock	50,000	(8)	0	D	
Stock Settled SARs	\$7.8	08/19/2009		A		15,166		(6)	02/13/2018	Class A Common Stock	15,166	(8)	15,166	D	
Stock Settled SARs	\$7.8	08/19/2009		A		10,383		(7)	07/31/2017	Class A Common Stock	10,383	(8)	10,383	D	
Stock Settled SARs	\$7.8	08/19/2009		A		8,166		(7)	08/09/2016	Class A Common Stock	8,166	(8)	8,166	D	
Stock Settled SARs	\$7.8	08/19/2009		A		7,000		(7)	07/20/2015	Class A Common Stock	7,000	(8)	7,000	D	
Stock Settled SARs	\$7.8	08/19/2009		A		16,666		(7)	05/25/2014	Class A Common Stock	16,666	(8)	16,666	D	

**Explanation of Responses:**

- The SARs provided for vesting in five equal installments beginning on February 13, 2009.
- The SARs provided for vesting in five equal installments beginning on July 31, 2008.
- The SARs provided for vesting in five equal installments beginning on August 9, 2007.
- The SARs provided for vesting in five equal installments beginning on July 20, 2006.
- The SARs provided for vesting in four equal installments beginning on May 25, 2006.
- The SARs vest in four equal annual installments beginning on August 19, 2010.
- The SARs vest in three equal annual installments beginning on August 19, 2010.
- The disposition of SARs reported on this Form 4 was pursuant to the issuer's equity exchange program. For every three SARs that were cancelled, the reporting person was granted one new SAR with a base price equal to the closing price of the issuer's Class A Common Stock on August 19, 2009.

/s/ Richard J. Oelhafen, Jr., by  
power of attorney

08/20/2009

\*\* 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.**