

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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>Groh Kelly L</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. Date of Event Requiring Statement (Month/Day/Year) <u>05/11/2012</u>	3. Issuer Name and Ticker or Trading Symbol <u>GENWORTH FINANCIAL INC [GNW]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Vice President & Controller</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Class A Common Stock</u>	<u>5,738</u>	<u>D</u>	
<u>Class A Common Stock</u>	<u>1,235.696</u>	<u>I</u>	<u>By 401(k) Plan</u>

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Restricted Stock Units</u>	<u>(1)</u>	<u>(1)</u>	<u>Class A Common Stock</u>	<u>2,500</u>	<u>(6)</u>	<u>D</u>
<u>Restricted Stock Units</u>	<u>(2)</u>	<u>(2)</u>	<u>Class A Common Stock</u>	<u>717</u>	<u>(6)</u>	<u>D</u>
<u>Restricted Stock Units</u>	<u>(3)</u>	<u>(3)</u>	<u>Class A Common Stock</u>	<u>1,500</u>	<u>(6)</u>	<u>D</u>
<u>Restricted Stock Units</u>	<u>(4)</u>	<u>(4)</u>	<u>Class A Common Stock</u>	<u>3,999</u>	<u>(6)</u>	<u>D</u>
<u>Restricted Stock Units</u>	<u>(5)</u>	<u>(5)</u>	<u>Class A Common Stock</u>	<u>6,667</u>	<u>(6)</u>	<u>D</u>
<u>Stock Settled SARs</u>	<u>(7)</u>	<u>02/09/2021</u>	<u>Class A Common Stock</u>	<u>24,000</u>	<u>12.75</u>	<u>D</u>
<u>Stock Settled SARs</u>	<u>(8)</u>	<u>02/14/2022</u>	<u>Class A Common Stock</u>	<u>30,000</u>	<u>8.88</u>	<u>D</u>
<u>Stock Options (right to buy)</u>	<u>09/13/2007</u>	<u>09/13/2012</u>	<u>Class A Common Stock</u>	<u>2,504</u>	<u>17.2822</u>	<u>D</u>
<u>Stock Options (right to buy)</u>	<u>02/12/2012</u>	<u>02/12/2019</u>	<u>Class A Common Stock</u>	<u>26,250</u>	<u>2.46</u>	<u>D</u>
<u>Stock Options (right to buy)</u>	<u>(9)</u>	<u>05/25/2014</u>	<u>Class A Common Stock</u>	<u>16,666</u>	<u>7.8</u>	<u>D</u>
<u>Stock Options (right to buy)</u>	<u>(9)</u>	<u>07/20/2015</u>	<u>Class A Common Stock</u>	<u>2,000</u>	<u>7.8</u>	<u>D</u>
<u>Stock Options (right to buy)</u>	<u>(9)</u>	<u>08/09/2016</u>	<u>Class A Common Stock</u>	<u>1,700</u>	<u>7.8</u>	<u>D</u>
<u>Stock Options (right to buy)</u>	<u>(9)</u>	<u>07/31/2017</u>	<u>Class A Common Stock</u>	<u>2,150</u>	<u>7.8</u>	<u>D</u>
<u>Stock Options (right to buy)</u>	<u>(10)</u>	<u>02/13/2018</u>	<u>Class A Common Stock</u>	<u>4,500</u>	<u>7.8</u>	<u>D</u>
<u>Stock Options (right to buy)</u>	<u>(11)</u>	<u>02/10/2020</u>	<u>Class A Common Stock</u>	<u>39,000</u>	<u>14.18</u>	<u>D</u>

Explanation of Responses:

- Vests and converts to Class A Common Stock on 2/7/2015.
- Vests and converts to Class A Common Stock on 7/31/2012.
- Vests and converts to Class A Common Stock on 2/13/2013.
- Vests and converts to Class A Common Stock in equal annual installments on each of 2/9/2013, 2/9/2014 and 2/9/2015.
- Vests and converts to Class A Common Stock in equal annual installments on each of 2/14/2013, 2/14/2014, 2/14/2015 and 2/14/2016.
- Restricted Stock Units settle in Class A Common Stock on a 1:1 basis.
- Vested one-fourth on 2/9/2012. Remaining award vests in equal annual installments on each of 2/9/2013, 2/9/2014 and 2/9/2015. The vested and unexercised portion of the SARs, if any, shall be automatically exercised if the closing price of the issuer's common stock equals or exceeds a specified "maximum share value" equal to \$75.
- Vests in equal annual installments on each of 2/14/2013, 2/14/2014, 2/14/2015 and 2/14/2016. The vested and unexercised portion of the SARs, if any, shall be automatically exercised if the closing price of the issuer's common stock equals or exceeds a specified "maximum share value" equal to \$75.
- Vested one-third on 8/19/2010 and 8/19/2011. Remaining award vests on 8/19/2012.
- Vested one-fourth on 8/19/2010 and 8/19/2011. Remaining award vests in equal annual installments on 8/19/2012 and 8/19/2013.
- Vested one-fourth on 2/10/2011 and 2/10/2012. Remaining award vests in equal annual installments on 2/10/2013 and 2/10/2014.

/s/ Christine A. Ness, by power of 05/17/2012
attorney

** 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 5 (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.

May 11, 2012

Securities and Exchange Commission
450 5th Street, N.W.
Washington, D.C. 20549

Re: Authorization to Sign Rule 16 Forms

To whom it may concern:

I will be Vice President and Controller of Genworth Financial, Inc. ("Genworth") and, until further written notice, I hereby individually authorize Leon E. Roday (Genworth's Senior Vice President, General Counsel and Secretary), and Christine A. Ness (Genworth's Assistant Secretary) to sign on my behalf a Form 3 and any Form 4 or Form 5 or related form that I have filed or may file hereafter in connection with my direct or indirect beneficial ownership of Genworth securities, and to take any other action of any type whatsoever in connection with the foregoing which in his or her opinion may be of benefit to, in the best interest of, or legally required by me.

Very truly yours,

/s/ Kelly L. Groh

Kelly L. Groh