

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>Sheehan Daniel J IV</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) Director 10% Owner Officer (give title below) Other (specify below) <u>EVP - Chief Investment Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/20/2017</u>	

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	02/20/2017		M		51,667	A	(1)	141,291	D	
Class A Common Stock	02/20/2017		F		25,286 ⁽²⁾	D	\$4.01	116,005	D	
Class A Common Stock	02/25/2017 ⁽³⁾		M		91,667	A	(1)	207,672	D	
Class A Common Stock	02/25/2017 ⁽³⁾		F		44,862 ⁽⁴⁾	D	\$4.04	162,810	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
Restricted Stock Units	(1)	02/20/2017		M			51,667	(5)	(5)	Class A Common Stock	51,667	\$0.00	51,666	D	
Restricted Stock Units	(1)	02/25/2017 ⁽³⁾		M			91,667	(6)	(6)	Class A Common Stock	91,667	\$0.00	183,333	D	

Explanation of Responses:

1. Restricted Stock Units settle in Class A Common Stock on a 1:1 basis.
2. The Company withheld shares of common stock to satisfy the tax withholding obligation for the Reporting Person's Restricted Stock Units that vested on February 20, 2017.
3. This amendment is being filed to amend the Form 4 filed by the Reporting Person on February 21, 2017 to correct an inadvertent administrative error reporting the Transaction Date as February 18, 2017. The correct Transaction Date, together with a minor adjustment to the number of shares withheld for tax purposes, are reflected in this amended filing.
4. The Company withheld shares of common stock to satisfy the tax withholding obligation for the Reporting Person's Restricted Stock Units that vested on February 25, 2017.
5. Restricted Stock Units vested and converted to Class A Common Stock on February 20, 2017.
6. Restricted Stock Units vested and converted to Class A Common Stock on February 25, 2017.

Remarks:

This amended Form 4 is filed to accurately report a Transaction Date of February 25, 2017 for certain restricted stock units. The previously described administrative error did not impact the transactions reported for February 20, 2017.

/s/ David F. Kurzawa, by power of attorney 02/28/2017

** 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.

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