

## **GENWORTH FINANCIAL INC**

# Reported by **KLEIN MARTIN P**

### FORM 4

(Statement of Changes in Beneficial Ownership)

### Filed 05/10/12 for the Period Ending 05/09/12

Address 6620 WEST BROAD STREET

RICHMOND, VA 23230

Telephone 804-281-6000

CIK 0001276520

Symbol GNW

SIC Code 6311 - Life Insurance

Industry Insurance (Life)

Sector Financial

Fiscal Year 12/31





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

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

orting Person	* 2.	. Issu	er Name	e <b>and</b> Tic	ke	er or Tra	adin	g Syı				Person(s)	to Issuer
				TH FIN	IA	ANCIA	<b>\</b> L	INC		or	_	10% O	wner
(Middle)	3.	3. Date of Earliest Transaction (MM/DD/YYYY)						DD/YY	below)				` 1
				5/9/	2(	012			Acting 11	escacu	ing CEO,	, vi -cr	,
				ent, Date	О	Original 1	File	d			nt/Group l	Filing (Che	eck
30 (Zip)													n
Table I - Nor	1-Deriv	ative	Securi	ties Acqı	ui	red, Dis	spos	sed of	f, or Beneficially	y Owned	•		
1			2A. Deemed Execution Date, if	3. Trans. Code (Instr. 8)		Acquired Disposed	(A) or Follo of (D) (Instr			ollowing Reported Transaction(s) astr. 3 and 4)			7. Nature of Indirect Beneficial Ownership
			any	Code	v		or	Price				or Indirect (I) (Instr. 4)	(Instr. 4)
	5/9/2	2012		P		15000	A	\$5.60	2	0084		D	
vative Securi	ities Be	enefic	ially Ov	wned ( <i>e</i> .	g.	, puts,	call	ls, wa	nrants, options	, convert	ible secur	rities)	
3A. Trans. Deemed Execution Date, if	Trans. Code (Instr. 8)	Deriva Securit Acquir Dispos (Instr.	tive cies ed (A) or ed of (D)	and Expiration Date			Sect Deri (Ins	urities ivative tr. 3 an	Underlying Security Id 4)	Derivative Security (Instr. 5)	of derivative Securities Beneficially Owned Following Reported	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr.	Beneficial
1	1 1		ı	Date	- 17	Expiration	Title	IAmo	unt or Number of	1	(s) (Instr. 4)	1.7	1
	(Middle)  NANCIAL OAD STRI  30 (Zip)  Table I - Nor  vative Secur  rans. Deemed Execution Date, if	(Middle)  NANCIAL, DAD STREET  A  (Middle)  30  (Zip)  Table I - Non-Derive  2. Tr. Date  5/9/2  vative Securities Because Execution Date, if any  A  (Instr. 8)	GEN	GENWOR' [GNW]  (Middle)  3. Date of Earl  NANCIAL,  DAD STREET  4. If Amendme (MM/DD/YYYY)  30  (Zip)  Table I - Non-Derivative Securi  2. Trans. Date Deemed Execution Date, if any  5/9/2012  vative Securities Beneficially Ovaluate Execution Date, if any  5. Number of Derivative Securities Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and)	GENWORTH FIN [GNW]  (Middle)  3. Date of Earliest Tran  5/9/  5/9/  4. If Amendment, Date (MM/DD/YYYY)  4. If Amendment, Date (MM/DD/YYYY)  2. Trans. Date  2. Trans. Date, if any  2. Trans. Code (Instr. 8)  Code  5/9/2012  P  vative Securities Beneficially Owned (e.mains)  Code  Execution Date, if any  Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  (Instr. 3, 4 and 5)	GENWORTH FINA  [GNW]  3. Date of Earliest Transa  5/9/20  SANCIAL,  OAD STREET  4. If Amendment, Date Common Many Many Many Many Many Many Many Man	GENWORTH FINANCIA  [GNW]  3. Date of Earliest Transaction (Notally)  SANCIAL,  DAD STREET  4. If Amendment, Date Original (MM/DD/YYYY)  4. If Amendment, Date Original (MM/DD/YYYY)  Table I - Non-Derivative Securities Acquired, Disposed (Instr. 8)  Date    Deemed   Execution   Date, if any	GENWORTH FINANCIAL [GNW]  3. Date of Earliest Transaction (MM/L  S/9/2012  4. If Amendment, Date Original File (MM/DD/YYYY)  30  (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of (Instr. 8)  Date  2. Trans. Date  Deemed Execution Date, if any  2. Trans. Code Code Code V Amount (D)  5/9/2012  P 15000 A  vative Securities Beneficially Owned (e.g., puts, call and Expiration Date Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  vative Securities Code Instr. 8)  Acquired (A) or Code Code V Amount (D)  5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	GENWORTH FINANCIAL INC  [GNW]  3. Date of Earliest Transaction (MM/DD/YY  SANCIAL,  DAD STREET  4. If Amendment, Date Original Filed  (MM/DD/YYYY)  4. If Amendment, Date Original Filed  (MM/DD/YYYYY)  4. Securities Acquired, Disposed of Operivative Execution Date, if any  Solution In the Indian Incomplete I	GENWORTH FINANCIAL INC  [GNW]  3. Date of Earliest Transaction (MM/DD/YYYY)  S/9/2012  4. If Amendment, Date Original Filed (MM/DD/YYYY)  4. If Amendment, Date Original Filed (MM/DD/YYYY)  4. If Amendment, Date Original Filed (MM/DD/YYYY)  5/9/2012  5. Amount of Securities Acquired (A) or Execution Date, if any  2. Trans. Deemed Execution Date, if any  6. Individual Applicable L  X Form file  A. Securities Acquired (A) or Or (Instr. 3, 4 and 5)  Code V Amount (D) Price  5/9/2012  P 15000 A \$5.60  2  vative Securities Beneficially Owned (e.g. , puts, calls, warrants, options and Execution Date is Execution Date in Date, if (Instr. 3, 4 and 5)  Date, if Code V Amount (D) Price in Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3)  A. A. A. Code V Amount (D) Price in Derivative Securities Acquired (A) or Derivative Securities Index (Instr. 3)  A. A. Code V Amount (D) Price in Derivative Securities Index (Instr. 3)  A. A. Code V Amount (D) Price in Derivative Securities Index (Instr. 3)  A. Code V Amount (D) Price in Derivative Security (Instr. 3)  A. Code V Amount (D) Price in Derivative Security (Instr. 3)  A. Code V Amount (D) Price in Derivative Security (Instr. 3)  A. Code V Amount (D) Price in Derivative Security (Instr. 3)  A. Code V Amount (D) Price in Derivative Security (Instr. 3)  A. Code V Amount (D) Price in Derivative Security (Instr. 3)  A. Code V Amount (D) Price in Derivative Security (Instr. 3)  A. Code V Amount (D) Price in Derivative Security (Instr. 3)  A. Code V Amount (D) Price in Derivative Security (Instr. 3)  A. Code V Amount (D) Price in Derivative Security (Instr. 3)  A. Code V Amount (D) Price in Derivative Security (Instr. 3)	GENWORTH FINANCIAL INC  [GNW]  3. Date of Earliest Transaction (MM/DD/YYYY)  S/9/2012  4. If Amendment, Date Original Filed (MM/DD/YYYY)  5/9/2012  4. If Amendment, Date Original Filed (MM/DD/YYYY)  5/9/2012  5. Amount of Securities Beneficially Owned (A) or Disposed of (D) (Instr. 8)  Code (Instr. 8)  5. Amount of Securities Following Reported Transaction (Instr. 3 and 4)  4. Securities (Instr. 3 and 4)  4. Securities Seneficially Owned (e.g., puts, calls, warrants, options, convert (Instr. 3 and 4)  4. Securities Date (Instr. 3 and 4)  5. Number of Derivative Securities (Instr. 3 and 4)  6. Individual or Join Applicable Line)  X Form filed by One Acquired (A) or Disposed of (D) (Instr. 3 and 4)  6. Individual or Join Applicable Line)  X Form filed by One Acquired (A) or Disposed of (D) (Instr. 3 and 4)  6. Individual or Join Applicable Line)  X Form filed by One Acquired (A) or Disposed of (D) (Instr. 3 and 4)  S. Amount of Securities Following Reported Transaction (Instr. 3 and 4)  4. Securities Instruction Date Securities Underlying Derivative Security (Instr. 5)  8. Price of Derivative Security (Instr. 5)	GENWORTH FINANCIAL INC  [GNW]  3. Date of Earliest Transaction (MM/DD/YYYY)  Selow)  Acting Pres&Acting CEO;  Acting Pres	GENWORTH FINANCIAL INC [GNW]  3. Date of Earliest Transaction (MM/DD/YYYY)  NANCIAL, DAD STREET  4. If Amendment, Date Original Filed (MM/DD/YYYY)  (Zip)  4. If Amendment, Date Original Filed (MM/DD/YYYY)  (Zip)  5/9/2012  6. Individual or Joint/Group Filing (Chapplicable Line)  X_Form filed by One Reporting Person Form filed by More than One Reporting Person Form filed by More

### **Explanation of Responses:**

**Reporting Owners** 

Reporting Owners			Dalationshins							
Reporting Owner Name / Address	Relationships									
Reporting Owner Name / Address	Director	10% Owner	Officer	Other						
Klein Martin P										
C/O GENWORTH FINANCIAL, INC.										
			Acting Pres&Acting CEO;SVP-CFO							
6620 WEST BROAD STREET										
RICHMOND, VA 23230										

#### **Signatures**

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

5/10/2012

<sup>\*\*</sup> Signature of Reporting Person

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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