

# **GENWORTH FINANCIAL INC**

# Reported by **PEHOTA JOSEPH**

## FORM 4

(Statement of Changes in Beneficial Ownership)

## Filed 02/08/10 for the Period Ending 02/05/10

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

1. Name and Address of Reporting Person *				*	2. Issuer Name <b>and</b> Ticker or Trading Symbol 5									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
Pehota Josep	h					WOR'  W	TH FI	N	ANCI	<b>A</b> ]	L INC	! ;	Direct	or	_	10% O	wner	
(Last)	(Last) (First) (Middle)				3. Date of Earliest Transaction (MM/DD/YYYY)								below)	X Officer (give title below)  svP - Corporate Developme			Other (specify	
C/O GENWO INC., 6620 W							2/5	/2	010				341 - 60	i poi ate i	Developin	ent		
1110., 0020 11	(Street)		DOTAL			Amendme	ent, Date	e C	Original	Fi	led		6. Individ		nt/Group l	Filing (Che	eck	
RICHMOND (City)	(State)		(Zip)												Reporting Per Than One Rep		n	
		Tak	ole I - Non	-Deri	ivativ	e Securi	ties Acq	<sub>[ui</sub>	ired, D	sp	osed of	, or 1	Beneficiall		-	<u>B</u>	-	
1			2. T Date	rans. e	2A. Deemed Execution Date, if	3. Trans. Code (Instr. 8)		4. Securitie Acquired ( Disposed of (Instr. 3, 4		(A) or of (D) (4 and 5)		(Instr. 3 and 4) Fo		Ownership Form: Direct (D)	Beneficial Ownership			
						any	Code	v	Amount	or (D						or Indirect (I) (Instr. 4)	(Instr. 4)	
Class A Common Sto	ock			2/5/	/2010		I		1256.32	A	\$13.85		12	256.32		I	By 401(k) Plan	
Class A Common Sto	ock													4798		D		
Tak	ole II - De	rivat	ive Securi	ties B	Senefi	cially O	wned ( <i>e</i>	.g	. , puts	, ca	alls, wa	rran	ts, options	, convert	ible secur	ities)		
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	Trans.	Execution C Date, if any	Trans.	Deriv Secur Acqu Dispo		6. Date Exercisable and Expiration Date				. Title and ecurities I Perivative Instr. 3 an	Underl Securi d 4)	ying ty	Derivative Security (Instr. 5)		Ownership Form of	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	(A)	(D)	Date Expiration Exercisable Date		T	11161	Amount or Number of Shares			Transaction (s) (Instr. 4)	(+)			

#### **Explanation of Responses:**

**Reporting Owners** 

Danastina Oversa Nama / Address	Relationships								
Reporting Owner Name / Address	Director	10% Owner	Officer	Other					
Pehota Joseph C/O GENWORTH FINANCIAL, INC.			SVP - Corporate Development	<b>t</b>					
6620 WEST BROAD STREET RICHMOND, VA 23230			5 vr - Corporate Development						

#### **Signatures**

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

2/8/2010

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 control number.