

# GENWORTH FINANCIAL INC

Reported by  
**FRAIZER MICHAEL D**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 11/08/05 for the Period Ending 11/07/05

Address	6620 WEST BROAD STREET RICHMOND, VA 23230
Telephone	804-281-6000
CIK	0001276520
Symbol	GNW
Fiscal Year	12/31

# FORM 4

[ ] 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

<b>1. Name and Address of Reporting Person *</b>  <b>FRAIZER MICHAEL D</b>  <small>(Last) (First) (Middle)</small>  <b>C/O GENWORTH FINANCIAL, INC., 6620 WEST BROAD STREET</b>  <small>(Street)</small>  <b>RICHMOND, VA 23230</b>  <small>(City) (State) (Zip)</small>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>GENWORTH FINANCIAL INC [ GNW ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>11/7/2005</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  <input checked="" type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">_____ Other (specify below)</span> <p align="center"><b>Chairman, President &amp; CEO</b></p>
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>  		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	11/7/2005		M		70000	A	\$9.4104	287116	D	
Class A Common Stock	11/7/2005		S		10500	D	\$32.30	276616	D	
Class A Common Stock	11/7/2005		S		3700	D	\$32.31	272916	D	
Class A Common Stock	11/7/2005		S		2200	D	\$32.32	270716	D	
Class A Common Stock	11/7/2005		S		1100	D	\$32.33	269616	D	
Class A Common Stock	11/7/2005		S		200	D	\$32.34	269416	D	
Class A Common Stock	11/7/2005		S		6141	D	\$32.35	263275	D	
Class A Common Stock	11/7/2005		S		3200	D	\$32.36	260075	D	
Class A Common Stock	11/7/2005		S		1100	D	\$32.37	258975	D	
Class A Common Stock	11/7/2005		S		4000	D	\$32.38	254975	D	
Class A Common Stock	11/7/2005		S		3200	D	\$32.39	251775	D	
Class A Common Stock	11/7/2005		S		2300	D	\$32.40	249475	D	
Class A Common Stock	11/7/2005		S		2700	D	\$32.41	246775	D	
Class A Common Stock	11/7/2005		S		100	D	\$32.42	246675	D	
Class A Common Stock	11/7/2005		S		1300	D	\$32.43	245375	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares					
Stock Option (right to buy)	\$9.4104	11/7/2005		M			70000	(1)	9/13/2006	Class A Common Stock	70000	(2)	0	D		

**Explanation of Responses:**

- (1) Immediately
- (2) Not applicable

**Remarks:**

All of the sales reported on this Form 4 were in connection with a broker-assisted cashless exercise of a stock option (which was previously converted from a 1996 stock option grant by General Electric Company) to cover the aggregate exercise price and tax withholding. The net shares received by the reporting person are subject to the issuer's 9-month holding period policy for stock option exercises.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>FRAIZER MICHAEL D C/O GENWORTH FINANCIAL, INC.  6620 WEST BROAD STREET RICHMOND, VA 23230</b>	<b>X</b>		<b>Chairman, President &amp; CEO</b>	

**Signatures**

/s/ Richard J. Oelhafen Jr., Attorney-in-Fact

11/8/2005

\*\* 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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