

[] 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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response... 0.5

STATEMENT OF CHANGES IN 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 *					2. Issuer Name and Ticker or Trading Symbol							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
Schneider K	evin Dou	glas		Gl l	ENV	WORT	TH FI	NAN	ICIA	L INC	[GNW	Director		10	% Owner	
(Last)	(Last) (First) (Middle)			3. I	3. Date of Earliest Transaction (MM/DD/YYYY)						Y)	X _ Officer (give title below) Other (specify below) EVP & Chief Operating Officer				
C/O GENW INC., 6620 V							2	/25/2	016							
	(Stre	eet)		4. I	f An	nendmer	nt, Date	Orig	inal Fi	iled (MM/I	DD/YYYY)	6. Individual o	or Joint/G	roup Filing	Check Appl	icable Line)
RICHMONI (C	D, VA 23 ity) (Sta		p)									X Form filed by		rting Person One Reporting P	erson	
		ı	Table I - I	Non-Der	ivat	ive Secu	ırities A	Acqui	red, E	Disposed	of, or Be	neficially Owne	ed			
1.Title of Security (Instr. 3)			2. Ti		Execu		3. Trans. (Instr. 8)	Code	or Di	(A) o	D) F(1)	i. Amount of Securiti Following Reported T Instr. 3 and 4)	es Beneficia ransaction(s	lly Owned		7. Nature of Indirect Beneficial Ownership (Instr. 4)
	Tab	le II - Deri	vative Sec	curities I	Bene	ficially	Owned	(e.g.	, put	s, calls, w	varrants,	options, conve	rtible sec	urities)		
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Trans. Date	3A. Deemed Execution Date, if any	d 4. Trans. Code (Instr. 8)			e Securitie (A) or of (D)	Securities Expired A) or f (D)				Underlying Security		derivative Securities Beneficially Owned	Security:	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	Security			Code		(A)	(D	Date Exe	e rcisable	Expiration Date	Title	Amount or Number of Shares		Following Reported Transaction(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)	
Restricted Stock Units	(1)	2/25/2016		A		365000			(2)	(2)	Class A Commo Stock		\$0.00	365000	D	

Explanation of Responses:

- (1) Restricted Stock Units settle in Class A Common Stock on a 1:1 basis.
- (2) Restricted Stock Units vest and convert to Class A Common Stock in three equal annual installments beginning on February 25, 2017.

Reporting Owners

Panarting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Schneider Kevin Douglas C/O GENWORTH FINANCIAL, INC. 6620 WEST BROAD STREET RICHMOND, VA 23230			EVP & Chief Operating Officer				

Signatures

/s/ David F. Kurzawa, by power of 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 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.