

GENWORTH FINANCIAL INC

Reported by
PERREAULT MICHEL GILLES

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 08/07/13 for the Period Ending 08/06/13

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

FORM 4

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

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

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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
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * Perreault Michel Gilles (Last) (First) (Middle) C/O GENWORTH FINANCIAL, INC., 6620 WEST BROAD STREET (Street) RICHMOND, VA 23230 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol GENWORTH FINANCIAL INC [GNW]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) SVP - Chief Risk Officer
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">8/6/2013</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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	8/6/2013		M		35000	A	\$2.00	57791	D	
Class A Common Stock	8/6/2013		D		5364	D	\$13.05	52427	D	
Class A Common Stock	8/6/2013		F		9810	D	\$13.05	42617	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 Settled SARs	\$2.00	8/6/2013		M		35000		4/1/2012	4/1/2019	Class A Common Stock	35000	\$0	0	D	

Explanation of Responses:

Remarks:

The net shares received by the reporting person for the exercise of stock settled stock appreciation rights are subject to the issuer's 9-month holding period policy.
On April 1, 2013, pursuant to a previously announced plan to implement a holding company reorganization, Genworth Financial, Inc., a Delaware corporation (formerly named Sub XLVI, Inc.), became the successor issuer to Genworth Holdings, Inc., a Delaware corporation (formerly named Genworth Financial, Inc.).

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Perreault Michel Gilles				

C/O GENWORTH FINANCIAL, INC.				
6620 WEST BROAD STREET RICHMOND, VA 23230			SVP - Chief Risk Officer	

Signatures

/s/ Michael J. McCullough, by power of attorney

8/7/2013

** 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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