

GENWORTH FINANCIAL INC

Reported by
GROH KELLY L

FORM 3

(Initial Statement of Beneficial Ownership)

Filed 05/17/12 for the Period Ending 05/11/12

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

INITIAL STATEMENT OF 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(h) of the
Investment Company Act of 1940

1. Name and Address of Reporting Person * Groh Kelly L	2. Date of Event Requiring Statement (MM/DD/YYYY) 5/11/2012	3. Issuer Name and Ticker or Trading Symbol GENWORTH FINANCIAL INC [GNW]
(Last) (First) (Middle) C/O GENWORTH FINANCIAL, INC., 6620 WEST BROAD STREET	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Vice President & Controller /	
(Street) RICHMOND, VA 23230	5. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City) (State) (Zip)		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	5738	D	
Class A Common Stock	1235.696	I	By 401(k) Plan

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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Restricted Stock Units	(1)	(1)	Class A Common Stock	2500	(6)	D	
Restricted Stock Units	(2)	(2)	Class A Common Stock	717	(6)	D	
Restricted Stock Units	(3)	(3)	Class A Common Stock	1500	(6)	D	

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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Restricted Stock Units	(4)	(4)	Class A Common Stock	3999	(6)	D	
Restricted Stock Units	(5)	(5)	Class A Common Stock	6667	(6)	D	
Stock Settled SARs	(7)	2/9/2021	Class A Common Stock	24000	\$12.75	D	
Stock Settled SARs	(8)	2/14/2022	Class A Common Stock	30000	\$8.88	D	
Stock Options (right to buy)	9/13/2007	9/13/2012	Class A Common Stock	2504	\$17.2822	D	
Stock Options (right to buy)	2/12/2012	2/12/2019	Class A Common Stock	26250	\$2.46	D	
Stock Options (right to buy)	(9)	5/25/2014	Class A Common Stock	16666	\$7.80	D	
Stock Options (right to buy)	(9)	7/20/2015	Class A Common Stock	2000	\$7.80	D	
Stock Options (right to buy)	(9)	8/9/2016	Class A Common Stock	1700	\$7.80	D	
Stock Options (right to buy)	(9)	7/31/2017	Class A Common Stock	2150	\$7.80	D	
Stock Options (right to buy)	(10)	2/13/2018	Class A Common Stock	4500	\$7.80	D	
Stock Options (right to buy)	(11)	2/10/2020	Class A Common Stock	39000	\$14.18	D	

Explanation of Responses:

- (1) Vests and converts to Class A Common Stock on 2/7/2015.
- (2) Vests and converts to Class A Common Stock on 7/31/2012
- (3) Vests and converts to Class A Common Stock on 2/13/2013.

- (4) Vests and converts to Class A Common Stock in equal annual installments on each of 2/9/2013, 2/9/2014 and 2/9/2015.
- (5) Vests and converts to Class A Common Stock in equal annual installments on each of 2/14/2013, 2/14/2014, 2/14/2015 and 2/14/2016.
- (6) Restricted Stock Units settle in Class A Common Stock on a 1:1 basis.
- (7) Vested one-fourth on 2/9/2012. Remaining award vests in equal annual installments on each of 2/9/2013, 2/9/2014 and 2/9/2015. The vested and unexercised portion of the SARs, if any, shall be automatically exercised if the closing price of the issuer's common stock equals or exceeds a specified "maximum share value" equal to \$75.
- (8) Vests in equal annual installments on each of 2/14/2013, 2/14/2014, 2/14/2015 and 2/14/2016. The vested and unexercised portion of the SARs, if any, shall be automatically exercised if the closing price of the issuer's common stock equals or exceeds a specified "maximum share value" equal to \$75.
- (9) Vested one-third on 8/19/2010 and 8/19/2011. Remaining award vests on 8/19/2012.
- (10) Vested one-fourth on 8/19/2010 and 8/19/2011. Remaining award vests in equal annual installments on 8/19/2012 and 8/19/2013.
- (11) Vested one-fourth on 2/10/2011 and 2/10/2012. Remaining award vests in equal annual installments on 2/10/2013 and 2/10/2014.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Groh Kelly L C/O GENWORTH FINANCIAL, INC. 6620 WEST BROAD STREET RICHMOND, VA 23230			Vice President & Controller	

Signatures

/s/ Christine A. Ness, by power of attorney

5/17/2012

** 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 5(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.

May 11, 2012

Securities and Exchange Commission
450 5th Street, N.W.
Washington, D.C. 20549

Re: Authorization to Sign Rule 16 Forms

To whom it may concern:

I will be Vice President and Controller of Genworth Financial, Inc. ("Genworth") and, until further written notice, I hereby individually authorize Leon E. Roday (Genworth's Senior Vice President, General Counsel and Secretary), and Christine A. Ness (Genworth's Assistant Secretary) to sign on my behalf a Form 3 and any Form 4 or Form 5 or related form that I have filed or may file hereafter in connection with my direct or indirect beneficial ownership of Genworth securities, and to take any other action of any type whatsoever in connection with the foregoing which in his or her opinion may be of benefit to, in the best interest of, or legally required by me.

Very truly yours,

/s/ Kelly L. Groh

Kelly L. Groh