

# GENWORTH FINANCIAL INC

Reported by  
**FRAIZER MICHAEL D**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 11/06/06 for the Period Ending 11/02/06

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

# GENWORTH FINANCIAL INC

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 11/6/2006 For Period Ending 11/2/2006

Address	6620 WEST BROAD STREET RICHMOND, Virginia 23230
Telephone	804-281-6000
CIK	0001276520
Industry	Insurance (Life)
Sector	Financial
Fiscal Year	12/31

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# 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**

OMB APPROVAL  
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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 and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>FRAIZER MICHAEL D</b>			<b>GENWORTH FINANCIAL INC</b>			<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)			<input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
<b>C/O GENWORTH FINANCIAL, INC., 6620 WEST BROAD STREET</b>			<b>11/2/2006</b>			<b>Chairman, President &amp; CEO</b>		
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>RICHMOND, VA 23230</b>						<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 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	11/2/2006		M		183129	A	\$20.1445	553530	D	
Class A Common Stock	11/2/2006		D		112454	D	\$32.805	441076	D	
Class A Common Stock	11/2/2006		F		29825	D	\$32.805	411251	D	
Class A Common Stock	11/2/2006		M		121000	A	\$22.6681	532251	D	
Class A Common Stock	11/2/2006		S		100000	D	\$32.8633 (1)	432251	D	
Class A Common Stock	11/3/2006		M		35520	A	\$22.6681	467771	D	
Class A Common Stock	11/3/2006		M		211301	A	\$25.3829	679072	D	
Class A Common Stock	11/3/2006		S		215000	D	\$32.8852 (2)	464072	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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Appreciation Right	\$20.1445	11/2/2006		M		183129	(3)	9/12/2013	Class A Common Stock	183129	(4)	122084	D	
Stock Option (right to buy)	\$22.6681	11/2/2006		M		121000	(5)	9/26/2011	Class A Common Stock	121000	(4)	35520	D	

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

1. Title of Derivative 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				
Stock Option (right to buy)	\$22.6681	11/3/2006		M		35520	(5)	9/26/2011	Class A Common	35520	(4)	0	D	
Stock Option (right to buy)	\$25.3829	11/3/2006		M		211301	(6)	9/10/2009	Class A Common	211301	(4)	0	D	

**Explanation of Responses:**

- (1) Price indicated is the weighted average sales price as a result of a series of broker-assisted transactions ranging in price from \$32.84 to \$32.89 per share.
- (2) Price indicated is the weighted average sales price as a result of a series of broker-assisted transactions ranging in price from \$32.76 to \$33.06 per share.
- (3) Vested 20% annual increments on 9/12/2004, 9/12/2005 and 9/12/2006.
- (4) Not Applicable.
- (5) Vested 50% on 9/26/2004 and 50% on 9/26/2006.
- (6) Vested 50% on 5/25/2004 and 50% on 9/10/2004.

**Remarks:**

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

**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

11/6/2006

\*\* 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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