

# GENWORTH FINANCIAL INC

Reported by  
**SHEEHAN DANIEL J IV**

## FORM 3

(Initial Statement of Beneficial Ownership)

Filed 05/08/12 for the Period Ending 04/30/12

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 *  <b>Sheehan Daniel J IV</b>	2. Date of Event Requiring Statement (MM/DD/YYYY) <b>4/30/2012</b>	3. Issuer Name <b>and</b> Ticker or Trading Symbol  <b>GENWORTH FINANCIAL INC [GNW]</b>
(Last) (First) (Middle)  <b>C/O GENWORTH FINANCIAL, INC., 6620 WEST BROAD ST</b>	4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input type="checkbox"/> Director <span style="margin-left: 150px;"><input type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="margin-left: 100px;"><input type="checkbox"/> Other (specify below)</span> <b>SVP - Chief Investment Officer /</b>	
(Street)  <b>RICHMOND, VA 23230</b>	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)
<b>Class A Common Stock</b>	<b>7983</b>	<b>D</b>	

### 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			
<b>Restricted Stock Units</b>	(1)	(1)	<b>Class A Common Stock</b>	<b>3750</b>	(6)	<b>D</b>	
<b>Restricted Stock Units</b>	(2)	(2)	<b>Class A Common Stock</b>	<b>1234</b>	(6)	<b>D</b>	
<b>Restricted Stock Units</b>	(3)	(3)	<b>Class A Common Stock</b>	<b>2467</b>	(6)	<b>D</b>	
			<b>Class A</b>				

**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			
<b>Restricted Stock Units</b>	(4)	(4)	<b>Common Stock</b>	<b>3999</b>	(6)	<b>D</b>	
<b>Restricted Stock Units</b>	(5)	(5)	<b>Class A Common Stock</b>	<b>7200</b>	(6)	<b>D</b>	
<b>Stock Settled SARs</b>	(7)	<b>2/9/2021</b>	<b>Class A Common Stock</b>	<b>24000</b>	<b>\$12.75</b>	<b>D</b>	
<b>Stock Settled SARs</b>	(8)	<b>2/14/2022</b>	<b>Class A Common Stock</b>	<b>32400</b>	<b>\$8.88</b>	<b>D</b>	
<b>Stock Options (right to buy)</b>	<b>9/13/2007</b>	<b>9/13/2012</b>	<b>Class A Common Stock</b>	<b>1566</b>	<b>\$17.2822</b>	<b>D</b>	
<b>Stock Options (right to buy)</b>	<b>2/12/2012</b>	<b>2/12/2019</b>	<b>Class A Common Stock</b>	<b>35000</b>	<b>\$2.46</b>	<b>D</b>	
<b>Stock Options (right to buy)</b>	(9)	<b>5/25/2014</b>	<b>Class A Common Stock</b>	<b>5000</b>	<b>\$7.80</b>	<b>D</b>	
<b>Stock Options (right to buy)</b>	(9)	<b>7/20/2015</b>	<b>Class A Common Stock</b>	<b>2400</b>	<b>\$7.80</b>	<b>D</b>	
<b>Stock Options (right to buy)</b>	(9)	<b>8/9/2016</b>	<b>Class A Common Stock</b>	<b>3100</b>	<b>\$7.80</b>	<b>D</b>	
<b>Stock Options (right to buy)</b>	(9)	<b>7/31/2017</b>	<b>Class A Common Stock</b>	<b>3700</b>	<b>\$7.80</b>	<b>D</b>	
<b>Stock Options (right to buy)</b>	(10)	<b>2/13/2018</b>	<b>Class A Common Stock</b>	<b>7400</b>	<b>\$7.80</b>	<b>D</b>	
<b>Stock Options (right to buy)</b>	(11)	<b>8/19/2019</b>	<b>Class A Common Stock</b>	<b>18000</b>	<b>\$7.80</b>	<b>D</b>	
<b>Stock Options (right to buy)</b>	(12)	<b>2/10/2020</b>	<b>Class A Common Stock</b>	<b>40000</b>	<b>\$14.18</b>	<b>D</b>	

**Explanation of Responses:**

(1) Vests and converts to Class A Common Stock on 1/3/2013.

- (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-third on 2/3/2010, based on the closing price of the Company's Class A Common Stock exceeding \$12.00 for 20 consecutive trading days; vested one-third on 4/20/2010, based on the closing price of the Company's Class A Common Stock exceeding \$16.00 for 20 consecutive trading days. Remaining one-third vests on 8/19/2013, or earlier based on the closing price of the Company's Class A Common Stock exceeding \$20.00 for 20 consecutive trading days.
- (12) 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
<b>Sheehan Daniel J IV</b> <b>C/O GENWORTH FINANCIAL, INC.</b>  <b>6620 WEST BROAD ST</b> <b>RICHMOND, VA 23230</b>			<b>SVP - Chief Investment Officer</b>	

**Signatures**

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

5/8/2012

\*\* 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.

April 30, 2012

Securities and Exchange Commission  
100 F Street, NE  
Washington, DC 20549

Re: Authorization to Sign Rule 16 Forms  
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To whom it may concern:

I am the Senior Vice President -- Chief Investment Officer of Genworth Financial, Inc. ("Genworth") effective April 30, 2012 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/ Daniel J. Sheehan IV

Daniel J. Sheehan IV