

GENWORTH FINANCIAL INC

Reported by
SCHUTZ PAMELA S

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/25/04 for the Period Ending 05/25/04

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

[] 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 * Schutz Pamela S <small>(Last) (First) (Middle)</small> C/O GENWORTH FINANCIAL, INC., 6620 WEST BROAD STREET <small>(Street)</small> RICHMOND, VA 23230 <small>(City) (State) (Zip)</small>	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"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Pres&CEO-Rtrmnt Incm&Invsts
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">5/25/2004</p>		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
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)			

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)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$25.3829	5/25/2004		A	16435	9/10/2004	9/10/2009	Class A Common Stock	16435	(10)	16435	D	
Stock Option (right to buy)	\$36.6169	5/25/2004		A	16435	9/22/2005	9/22/2010	Class A Common Stock	16435	(10)	16435	D	
Stock Option (right to buy)	\$27.9518	5/25/2004		A	21913	9/26/2005	7/26/2011	Class A Common Stock	21913	(10)	21913	D	
Stock Option (right to buy)	\$22.6681	5/25/2004		A	21913	(1)	9/26/2011	Class A Common Stock	21913	(10)	21913	D	
Stock Option (right to buy)	\$20.1445	5/25/2004		A	35687	(2)	9/12/2013	Class A Common Stock	35687	(10)	35687	D	
Stock Option (right to buy)	\$17.2822	5/25/2004		A	47582	(3)	9/13/2012	Class A Common Stock	47582	(10)	47582	D	
Restricted Stock Unit	(4)	5/25/2004		A	7931	(5)	(4)	Class A Common Stock	7931	(10)	7931	D	
								Class A					

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				
Restricted Stock Unit	(4)	5/25/2004		A		17609		(6)	(4)	Common Stock	17609	(10)	17609	D	
Restricted Stock Unit	(4)	5/25/2004		A		17609		(7)	(4)	Class A Common Stock	17609	(10)	17609	D	
Restricted Stock Unit	(4)	5/25/2004		A		39130		(8)	(4)	Class A Common Stock	39130	(10)	39130	D	
Restricted Stock Unit	(4)	5/25/2004		A		19565		5/25/2005	(4)	Class A Common Stock	19565	(10)	19565	D	
Stock Settled SAR (right to buy)	\$19.50	5/25/2004		A		550000		(9)	5/25/2014	Class A Common Stock	550000	(11)	550000	D	

Explanation of Responses:

- (1) Vests 50% -9/26/04; 50% -9/26/06.
- (2) Vests in 20% annual increments beginning on 9/12/04.
- (3) Vests in 25% annual increments beginning on 9/13/04.
- (4) 1:1; no expiration date.
- (5) Vests 50% -9/12/06; 50% -9/12/08
- (6) Vests one third 7/29/06; two thirds 5/5/19.
- (7) Vests one third 7/27/07; two thirds 5/5/19.
- (8) Vests 25% -9/10/04; 25% -9/10/08; 50% -5/25/19.
- (9) Vests in 25% annual increments beginning on 5/25/06.
- (10) Replaces cancelled General Electric Company award.
- (11) Not Applicable.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schutz Pamela S C/O GENWORTH FINANCIAL, INC. 6620 WEST BROAD STREET RICHMOND, VA 23230			Pres&CEO-Rtrmnt Incm&Invsts	

Signatures

/s/ Richard J. Oelhafen Jr., Attorney-in-fact

5/25/2004

** 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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