

GENWORTH FINANCIAL INC

Reported by
PETERS JEAN S.

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 08/11/06 for the Period Ending 08/09/06

| | |
|-------------|--|
| 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 |

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Filed 8/11/2006 For Period Ending 8/9/2006

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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 * Peters Jean <small>(Last) (First) (Middle)</small> 6620 W. BROAD STREET, BUILDING 1, 5TH FLOOR <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"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) SVP, Investor Relations |
| 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">8/9/2006</p> | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> X Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| 4. If Amendment, Date Original Filed <small>(MM/DD/YYYY)</small> | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security <small>(Instr. 3)</small> | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. Code <small>(Instr. 8)</small> | | 4. Securities Acquired (A) or Disposed of (D) <small>(Instr. 3, 4 and 5)</small> | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) <small>(Instr. 3 and 4)</small> | 6. Ownership Form: Direct (D) or Indirect (I) <small>(Instr. 4)</small> | 7. Nature of Indirect Beneficial Ownership <small>(Instr. 4)</small> |
|---|----------------|-----------------------------------|---|---|---|------------|---|--|---|
| | | | 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 <small>(Instr. 3)</small> | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. Code <small>(Instr. 8)</small> | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) <small>(Instr. 3, 4 and 5)</small> | | 6. Date Exercisable and Expiration Date | | 7. Title and Amount of Securities Underlying Derivative Security <small>(Instr. 3 and 4)</small> | | 8. Price of Derivative Security <small>(Instr. 5)</small> | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) <small>(Instr. 4)</small> | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) <small>(Instr. 4)</small> | 11. Nature of Indirect Beneficial Ownership <small>(Instr. 4)</small> |
|--|--|----------------|-----------------------------------|---|---|--|-----|---|-----------------|---|----------------------------|--|---|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Restricted Stock Unit | (1) | 8/9/2006 | | A | | 2800 | | (2) | (2) | Class A Common Stock | 2800 | (3) | 2800 | D | |
| Stock Settled SAR | \$34.13 | 8/9/2006 | | A | | 19600 | | (4) | 8/9/2016 | Class A Common Stock | 19600 | (3) | 19600 | D | |

Explanation of Responses:

- (1) Restricted Stock Unit settles in Class A Common Stock on a 1:1 basis.
- (2) Vests 50% 8/9/2009; vests 50% 8/9/2011; no expiration date.
- (3) Not applicable.
- (4) Vests in 20% annual increments beginning on 8/9/2007.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Peters Jean | | | | |

| | | | | |
|---|--|--|-------------------------|--|
| 6620 W. BROAD STREET BUILDING 1, 5TH FLOOR RICHMOND, VA 23230 | | | SVP, Investor Relations | |
|---|--|--|-------------------------|--|

Signatures

/s/ Richard J. Oelahfen, Jr., Attorney-in-Fact

8/11/2006

** 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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