

GENWORTH FINANCIAL INC

Reported by
PEHOTA JOSEPH

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 08/20/09 for the Period Ending 08/18/09

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 * Pehota Joseph <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"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) SVP - Corporate Development
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">8/18/2009</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 (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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Settled SARs	\$22.8	8/18/2009		D		45500		(1)	2/13/2018	Class A Common Stock	45500	(8)	0	D	
Stock Settled SARs	\$30.52	8/18/2009		D		31150		(2)	7/31/2017	Class A Common Stock	31150	(8)	0	D	
Stock Settled SARs	\$34.13	8/18/2009		D		24500		(3)	8/9/2016	Class A Common Stock	24500	(8)	0	D	
Stock Settled SARs	\$32.10	8/18/2009		D		21000		(4)	7/20/2015	Class A Common Stock	21000	(8)	0	D	
Stock Settled SARs	\$19.50	8/18/2009		D		50000		(5)	5/25/2014	Class A Common Stock	50000	(8)	0	D	
Stock Settled SARs	\$7.80	8/19/2009		A		15166		(6)	2/13/2018	Class A Common Stock	15166	(8)	15166	D	
Stock Settled SARs	\$7.80	8/19/2009		A		10383		(7)	7/31/2017	Class A Common Stock	10383	(8)	10383	D	
Stock Settled SARs	\$7.80	8/19/2009		A		8166		(7)	8/9/2016	Class A Common	8166	(8)	8166	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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
										Stock					
Stock Settled SARs	\$7.80	8/19/2009		A		7000		(7)	7/20/2015	Class A Common Stock	7000	(8)	7000	D	
Stock Settled SARs	\$7.80	8/19/2009		A		16666		(7)	5/25/2014	Class A Common Stock	16666	(8)	16666	D	

Explanation of Responses:

- (1) The SARs provided for vesting in five equal installments beginning on February 13, 2009.
- (2) The SARs provided for vesting in five equal installments beginning on July 31, 2008.
- (3) The SARs provided for vesting in five equal installments beginning on August 9, 2007.
- (4) The SARs provided for vesting in five equal installments beginning on July 20, 2006.
- (5) The SARs provided for vesting in four equal installments beginning on May 25, 2006.
- (6) The SARs vest in four equal annual installments beginning on August 19, 2010.
- (7) The SARs vest in three equal annual installments beginning on August 19, 2010.
- (8) The disposition of SARs reported on this Form 4 was pursuant to the issuer's equity exchange program. For every three SARs that were cancelled, the reporting person was granted one new SAR with a base price equal to the closing price of the issuer's Class A Common Stock on August 19, 2009.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pehota Joseph C/O GENWORTH FINANCIAL, INC. 6620 WEST BROAD STREET RICHMOND, VA 23230			SVP - Corporate Development	

Signatures

/s/ Richard J. Oelhafen, Jr., by power of attorney

8/20/2009

** 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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