

GENWORTH FINANCIAL INC

Reported by WHEELER THOMAS B

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 10/03/05 for the Period Ending 09/30/05

Address 6620 WEST BROAD STREET

RICHMOND, VA 23230

Telephone 804-281-6000

CIK 0001276520

Symbol GNW

Fiscal Year 12/31





] 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 OMB Number: 3235-0287 Expires: January 31, 2008 Estimated average burden hours per response... 0.5

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

| and results of responding resident | | | | 2. Issuer Name and Ticker or Trading Symbol GENWORTH FINANCIAL INC GNW] | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
|---|--|--|--|---|--|--|--|--|--|---|--|---|--|--|
| | | | | | | | | | | X Dire | ctor | | 10% | Owner |
| (First) | (Mid | ldle) | 3. | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | | Office below) | Officer (give title below)below) | | | Other (specify | | |
| C/O GENWORTH FINANCIAL, INC., 6620 WEST BROAD STREET | | | | 9/30/2005 | | | | | | | | | | |
| (Street) | torib i | | 4. | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | |
| RICHMOND, VA 23230 (City) (State) (Zip) | | | | | | | | | | _ X _ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |
| | Table 1 | I - Non-I | Deriv | ati [,] | ve Secu | ıritie | es Acquir | ed, Dispo | sed of, or | Beneficially | y Owned | I | | |
| | | | 2. Tra Date | ans. | Executi | d C ion (I | Code Instr. 8) I | Acquired (A) Disposed of (Instr. 3, 4 and (A) or | Follo (D) (Instr | wing Reported T | | | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| ole II - De | rivative | Securitie | es Be | enef | icially | Own | ned (<i>e.g.</i> | , puts, ca | lls, warra | nts, options | , convert | ible secur | rities) | |
| | Date | Deemed Execution Date, if | Code | i | | | 6. Date Exercisable and Expiration Date | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | Derivative Security | of derivative Securities Beneficially Owned Following Reported | Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | Code | v | (A) | (D) | Date Exercisable | | Title | Amount or Number of Shares | | (s) (Instr. 4) | (4) | |
| (1) | 9/30/2005 | | A | | 768 | | (1) | (1) | Class A Common Stock | 768 | (2) | 4589 | D | |
| | (First) ORTH F (EST BE (Street) , VA 23 (State) Ole II - De 2. Conversion or Exercise Price of Derivative Security | (First) (Mideline (Midelin | (First) (Middle) ORTH FINANCIAL, EST BROAD STREE (Street) VA 23230 (State) (Zip) Table I - Non-I Conversion or Exercise Price of Derivative Security ORTH FINANCIAL, (Street) A 3. Trans. Date Execution Date, if any | THOMAS B (First) (Middle) 3 PRTH FINANCIAL, EST BROAD STREET (Street) 4 (N. VA 23230 (State) (Zip) Table I - Non-Deriv Table I - Non-Deriv 2. Tr. Date 2. Tr. Date Price of Derivative Securities Be Execution Other Security Security Price of Derivative Securities Be Execution Date, if any Code Price of Derivative Security Code | Conversion or Exercise Price of Derivative Security Securi | (First) (Middle) 3. Date of E ORTH FINANCIAL, EST BROAD STREET (Street) 4. If Amend (MM/DD/YYY) (State) (Zip) 2. Trans. Date 2. Trans. Date 2. Trans. Date 3. Trans. Conversion or Exercise Price of Derivative Security 3. Trans. Price of Derivative Securities Beneficially Orthodox 1. Securities Beneficially 1. Solution 1. Securities Sec | FHOMAS B (First) (Middle) 3. Date of Earlie (Street) (Street) (Street) (State) (Zip) Table I - Non-Derivative Securities 2. Trans. Date 2. Trans. Date Conversion or Exercise Price of Derivative Security 2. Code (Instr. Acquired (A) or Disposed of (D) Disposed of (D) (Instr. 3, 4 and 5) Code (V (A) (D) | GENWORTH FINA [GNW] (First) (Middle) 3. Date of Earliest Transact (Stret) 9/30/20 (Street) 4. If Amendment, Date Of (MM/DD/YYYY) (Street) 2. Trans. Date Execution Date, if any 2. Trans. Code Execution or Exercise Price of Derivative Securities Beneficially Owned (e.g. 2. Trans. Derivative Securities Beneficially Owned (e.g. 2. Trans. Date Execution Date, if (Instr. 3, 4 and 5) (Instr. 3, 4 and 5) (Code V (A) (D) Date Exercisable (Code V (A) (D) Date Exercisable (Code V (A) (D) Date (D) D | GENWORTH FINANCIAL [GNW] 3. Date of Earliest Transaction (MM/DD/PTYPY) (Street) (Street) (State) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disponsular (MM/DD/YYYY) (State) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disponsular (MM/DD/YYYY) (Instr. 8) (Instr. 8) (Instr. 8) (Instr. 8) (Instr. 8) (Instr. 8) (Instr. 3, 4 and or Code V Amount (D) (Instr. 3, 4 and 5) (Instr. 3, 4 and 5) | GENWORTH FINANCIAL INC [GNW] 3. Date of Earliest Transaction (MM/DD/YYYY) PARTH FINANCIAL, EST BROAD STREET (Street) 4. If Amendment, Date Original Filed (MM/DD/YYYY) 4. If Amendment, Date Original Filed (MM/DD/YYYY) Table I - Non-Derivative Securities Acquired, Disposed of, or Code (Instr. 3, 4 and 5) Date 2. Trans. Date Deemed Execution Date, if any Date Date 3. Trans. Code (Instr. 8) Date Code V Amount (D) Price Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Code V (A) (D) Date Execution Date Derivative Securities Scurities Scurities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Code V (A) (D) Date Exercisable Date Code V (A) (D) Date Exercisable Date Code V (A) (D) Class A Common | (Check all Check all Check all (Check all Check all Check all (Check all Check all Che | GENWORTH FINANCIAL INC [GNW] (First) (Middle) 3. Date of Earliest Transaction (MM/DD/YYYY) (Street) 4. If Amendment, Date Original Filed (MM/DD/YYYY) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Excution Date, if any) (Instr. 3, 4 and 5) (Check all applicate (Check all applicate (Check all applicate) (Check all applicate) A. Director 9/30/2005 4. If Amendment, Date Original Filed (MM/DD/YYYY) 4. If Amendment, Date Original Filed (MM/DD/YYYY) 4. If Amendment, Date Original Filed (MM/DD/YYYY) 5. Amount of Securities Beneficially Owned (e.g. , puts, calls, warrants, options, converted for Exercison of Exercison of Exercison Oberivative Securities (Instr. 3, 4 and 5) 6. Individual or Joi Applicable Line) Acquired (A) or (Instr. 3, 4 and 5) (Instr. 3, 4 and 5) Code V Amount (D) Price 1. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) Code V (A) (D) Disposed of (D) (Instr. 3, and 4) (Instr. 3, 4 and 5) Code V (A) (D) Date Exercisable Date Title Number of Shares (I) 9/30/2005 A 768 (I) (I) Class A Common 768 (2) | GENWORTH FINANCIAL INC [GNW] (First) (Middle) 3. Date of Earliest Transaction (MM/DD/YYYY) (Street) (Street) 4. If Amendment, Date Original Filed (MM/DD/YYYY) (State) (State) (State) (Zip) 4. If Amendment, Date Original Filed (MM/DD/YYYY) (State) (State) (Zip) 4. If Amendment, Date Original Filed (MM/DD/YYYY) (State) (State) (Zip) 4. If Amendment, Date Original Filed (MM/DD/YYYY) (State) (State) (Zip) 5. Amount of Securities Beneficially Owned (Instr. 3, 4 and 5) (Instr. 3, 4 and 5) (Code V (A) (D) Date (Instr. 3) (Instr. 3 and 4) (Instr | GENWORTH FINANCIAL INC [GNW] (First) (Middle) 3. Date of Earliest Transaction (MM/DD/YYYY) (Street) 4. If Amendment, Date Original Filed (MM/DD/YYYY) (State) (Zip) 4. If Amendment, Date Original Filed (MM/DD/YYYY) (State) (Zip) 4. If Amendment, Date Original Filed (MM/DD/YYYY) (State) (Zip) 5. Amount of Execution Date, if any |

Explanation of Responses:

- (1) Deferred Stock Units become payable in cash (based on the cash value of a share of Class A Common Stock) beginning one year after termination of service as a director. The Reporting Person may elect to receive such amount as a lump sum or in a payments spread out for up to 10 years.
- (2) The number of Deferred Stock Units acquired represents a portion of the Reporting Person's retainer fee and was based on a price of \$31.245 per share of Class A Common Stock.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--|---------------|-----|-------|---------|-------|--|
| Reporting Owner Name / Address | Director | 10% | Owner | Officer | Other | |
| WHEELER THOMAS B C/O GENWORTH FINANCIAL, INC. | X | | | | | |
| 6620 WEST BROAD STREET | | | | | | |

| RICHMOND, VA 23230 | | | |
|--|----|----------|--|
| | | | |
| Signatures | | | |
| /s/ Richard J. Oelhafen, Jr., Attorney-in-Fact | 10 | 0/3/2005 | |

** Signature of Reporting Person

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.

Date

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.