

**GENWORTH FINANCIAL INC**  
Filed by  
**NEW YORK STOCK EXCHANGE LLC**

**FORM 25-NSE**

(Notification filed by National Security Exchange to report the removal from listing and registration of matured, redeemed or retired securities Initial Filing Amendments)

Filed 05/16/07

Address     6620 WEST BROAD STREET  
              RICHMOND, VA 23230  
Telephone    804-281-6000  
              CIK    0001276520  
Symbol       GNW  
Fiscal Year  12/31

# GENWORTH FINANCIAL INC

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Address	6620 WEST BROAD STREET RICHMOND, Virginia 23230
Telephone	804-281-6000
CIK	0001276520
Industry	Insurance (Life)
Sector	Financial
Fiscal Year	12/31

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM 25**  
**NOTIFICATION OF REMOVAL FROM LISTING AND/OR**  
**REGISTRATION UNDER SECTION 12(b) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number 001-32195

Issuer: GENWORTH FINANCIAL INC  
Exchange: NEW YORK STOCK EXCHANGE INC

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(Exact name of Issuer as specified in its charter, and name of Exchange where security is listed and/or registered)

Address: 6620 W. Broad Street  
Richmond,  
VIRGINIA  
23230

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Telephone number: (804) 281-6000

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(Address, including zip code, and telephone number, including area code, of Issuer's principal executive offices)

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**6.00% Equity Units**

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(Description of class of securities)

Please place an X in the box to designate the rule provision relied upon to strike the class of securities from listing and registration:

- 17 CFR 240.12d2-2(a)(1)
- 17 CFR 240.12d2-2(a)(2)
- 17 CFR 240.12d2-2(a)(3)
- 17 CFR 240.12d2-2(a)(4)
- Pursuant to 17 CFR 240.12d2-2(b), the Exchange has complied with its rules to strike the class of securities from listing and/or withdraw registration on the Exchange.<sup>1</sup>
- Pursuant to 17 CFR 240.12d2-2(c), the Issuer has complied with its rules of the Exchange and the requirements of 17 CFR 240.12d-2(c) governing the voluntary withdrawal of the class of securities from listing and registration on the Exchange.

Pursuant to the requirements for the Securities Exchange Act of 1934, NEW YORK STOCK EXCHANGE INC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing the Form 25 and has caused this notification to be signed on its behalf by the undersigned duly authorized person.

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2007-05-16                  By                  Paras Madho                  Director  
Date                  Name                  Title

<sup>1</sup> Form 25 and attached Notice will be considered compliance with the provisions of 17 CFR 240.19d-1 as applicable. See General Instructions.

## **NOTIFICATION OF THE REMOVAL FROM LISTING AND REGISTRATION OF THE STATED SECURITIES**

The New York Stock Exchange hereby notifies the SEC of its intention to remove the entire class of the stated securities from listing and registration on the Exchange at the opening of business on May 29, 2007, pursuant to the provisions of Rule 12d2-2 (a).

[ X ] 17 CFR 240.12d2-2(a)(2) That the entire class of this security was redeemed or paid at maturity or retirement on May 16, 2007.

Each Equity Unit has a stated amount of \$25 and consists of a purchase contract issued by Genworth Financial, Inc. and, initially, a 1/40, or 2.5%, undivided beneficial ownership interest in a \$1,000 principal amount senior note due May 16, 2009, issued by the company, which the company refers to as a Corporate Unit.

The purchase contract obligates the holder to purchase from the company, no later than May 16, 2007, for a price of \$25 in cash, between 1.0623 and 1.2855 shares of the company's Class A Common Stock, subject to further anti-dilution adjustments, depending on the average closing price of the company's Class A Common Stock over the 20-trading day period ending on the third trading day prior to such date. The company has declared a quarterly dividend of \$0.09 per outstanding shares of its Class A Common Stock, payable on April 27, 2007, to stockholders of record on April 12, 2007. Following payment of such dividend, the minimum and maximum settlement rates will be further adjusted in accordance with the terms of the Equity Units.

Genworth Financial, Inc. will also pay the holder quarterly contract adjustment payments at a rate of 2.16% per year of the stated amount of \$25 per Equity Unit, or \$0.54 per year, as described in the prospectus.

The notes currently bear interest at a rate of 3.84% per year, payable, initially, quarterly. The notes will be remarketed as described in the prospectus. In connection with this remarketing, the interest rate on the notes will be reset and thereafter interest will be payable at the reset rate. Following the purchase contract settlement date, interest will be payable semi-annually, regardless of whether there was a successful remarketing.

The holder's ownership interest in the notes, the applicable ownership interest in the Treasury portfolio or the Treasury securities, as the case may be, will be pledged to Genworth Financial, Inc. to secure the holder's obligation under the related purchase contract.

If there is a successful remarketing of the notes on or prior to the third business day immediately preceding May 16, 2007, and the holder holds Corporate Units, the proceeds from the remarketing will be used to satisfy the holder's payment obligations under the purchase contracts, unless the holder shall have elected to settle with separate cash.

The Exchange also notifies the Securities and Exchange Commission that as a result of the above indicated conditions this security was suspended from trading on May 16, 2007.