

GENWORTH FINANCIAL INC

Reported by
FRAIZER MICHAEL D

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/19/06 for the Period Ending 05/19/06

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

GENWORTH FINANCIAL INC

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 5/19/2006 For Period Ending 5/19/2006

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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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**

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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 *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
FRAIZER MICHAEL D			GENWORTH FINANCIAL INC			<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)			<input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
C/O GENWORTH FINANCIAL, INC., 6620 WEST BROAD STREET			5/19/2006			Chairman, President & CEO		
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
RICHMOND, VA 23230						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City)			(State)			(Zip)		

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)	Price			
Class A Common Stock	5/19/2006		M		117390	A	\$14.109	362765	D	
Class A Common Stock	5/19/2006		M		187823	A	\$16.8775	550588	D	
Class A Common Stock	5/19/2006		S		10061	D	\$32.35	540527	D	
Class A Common Stock	5/19/2006		S		1100	D	\$32.36	539427	D	
Class A Common Stock	5/19/2006		S		6500	D	\$32.38	532927	D	
Class A Common Stock	5/19/2006		S		7000	D	\$32.42	525927	D	
Class A Common Stock	5/19/2006		S		1000	D	\$32.44	524927	D	
Class A Common Stock	5/19/2006		S		3000	D	\$32.45	521927	D	
Class A Common Stock	5/19/2006		S		5400	D	\$32.47	516527	D	
Class A Common Stock	5/19/2006		S		2000	D	\$32.48	514527	D	
Class A Common Stock	5/19/2006		S		22200	D	\$32.49	492327	D	
Class A Common Stock	5/19/2006		S		139100	D	\$32.50	353227	D	
Class A Common Stock	5/19/2006		S		7000	D	\$32.51	346227	D	
Class A Common Stock	5/19/2006		S		3000	D	\$32.52	343227	D	
Class A Common Stock	5/19/2006		S		6000	D	\$32.58	337227	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				
Stock Option (right to buy)	\$14.109	5/19/2006		M		117390	(1)	9/12/2007	Class A Common Stock	117390	(2)	0	D	
Stock Option (right to buy)	\$16.8775	5/19/2006		M		187823	(1)	9/11/2008	Class A Common Stock	187823	(2)	0	D	

Explanation of Responses:

- (1) Immediately
- (2) Not applicable

Remarks:

All of the sales reported on this Form 4 were in connection with broker-assisted cashless exercises of stock options (which were previously converted from 1997 and 1998 stock option grants by General Electric Company) to cover the aggregate exercise price and a portion of the tax withholding. The net shares received by the reporting person are subject to the issuer's 9-month holding period policy for stock option exercises.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRAIZER MICHAEL D C/O GENWORTH FINANCIAL, INC. 6620 WEST BROAD STREET RICHMOND, VA 23230	X		Chairman, President & CEO	

Signatures

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

5/19/2006

** 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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