

# GENWORTH FINANCIAL INC

Reported by  
**GROH KELLY L**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/19/14 for the Period Ending 02/14/14

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

**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  
or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>Groh Kelly L</b>  (Last) (First) (Middle)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>GENWORTH FINANCIAL INC</b> <b>[ GNW ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <span style="float:right"><input type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span> <b>Vice President &amp; Controller</b>
<b>C/O GENWORTH FINANCIAL, INC., 6620 WEST BROAD STREET</b>  (Street)  <b>RICHMOND, VA 23230</b>  (City) (State) (Zip)	<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>2/14/2014</b></p>	<b>6. Individual or Joint/Group Filing</b> (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed</b> (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)	Price				
Class A Common Stock	2/14/2014		M		1667		A	(1)	11482	D	
Class A Common Stock	2/14/2014		F		641		D	\$15.49	10841	D	
Class A Common Stock	2/15/2014		M		2888		A	(1)	13729	D	
Class A Common Stock	2/15/2014		F		989		D	\$15.49	12740	D	
Class A Common Stock									1204.157	I	By 401(k) Plan

**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				
Restricted Stock Units	(1)	2/14/2014		M		1667		(2)	(2)	Class A Common Stock	1667	\$0	3333	D	
Restricted Stock Units	(1)	2/15/2014		M		2888		(3)	(3)	Class A Common Stock	2888	\$0	8662	D	

**Explanation of Responses:**

- (1) Restricted Stock Units settle in Class A Common Stock on a 1:1 basis.
- (2) Restricted Stock Units vested and converted to Class A Common Stock on 2/14/14.
- (3) Restricted Stock Units vested and converted to Class A Common Stock on 2/15/14.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Groh Kelly L C/O GENWORTH FINANCIAL, INC.  6620 WEST BROAD STREET RICHMOND, VA 23230			Vice President & Controller	

**Signatures**/s/ Christine A. Ness, by power of attorney2/19/2014

\*\* 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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