

# GENWORTH FINANCIAL INC

Reported by  
**FRAIZER MICHAEL D**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 06/07/11 for the Period Ending 06/05/11

|             |                                              |
|-------------|----------------------------------------------|
| Address     | 6620 WEST BROAD STREET<br>RICHMOND, VA 23230 |
| Telephone   | 804-281-6000                                 |
| CIK         | 0001276520                                   |
| Symbol      | GNW                                          |
| 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**

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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 <b>and</b> Ticker or Trading Symbol |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)                                                                         |  |  |
| <b>FRAIZER MICHAEL D</b>                                    |         |          | <b>GENWORTH FINANCIAL INC</b>                      |  |  | <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)                                   |  |  |
| <b>C/O GENWORTH FINANCIAL, INC., 6620 WEST BROAD STREET</b> |         |          | <b>6/5/2011</b>                                    |  |  | <b>Chairman, President &amp; CEO</b>                                                                                                            |  |  |
| (Street)                                                    |         |          | 4. If Amendment, Date Original Filed (MM/DD/YYYY)  |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)                                                                                     |  |  |
| <b>RICHMOND, VA 23230</b>                                   |         |          |                                                    |  |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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            | 6/5/2011       |                                   | G                         |   | 30549                                                             | D          | \$0   | 0 (1)                                                                                         | I                                                        | By GRAT                                               |
| Class A Common Stock            |                |                                   |                           |   |                                                                   |            |       | 732745 (1)                                                                                    | D                                                        |                                                       |
| Class A Common Stock            |                |                                   |                           |   |                                                                   |            |       | 70000 (2)                                                                                     | I                                                        | By GRAT                                               |

**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 |                                            |                                                                                                     |                                                                                  |                                                        |

**Explanation of Responses:**

- (1) The reporting person previously reported 53,015 shares as indirectly owned through a grantor retained annuity trust (GRAT). On June 5, 2011, 22,466 of these shares were distributed back to the reporting person in satisfaction of the GRAT's regular annual annuity obligation, and 30,549 of these shares were transferred by gift to a family trust with an independent trustee.
- (2) As previously reported, the reporting person contributed 70,000 shares to a GRAT on August 18, 2010.

**Reporting Owners**

| Reporting Owner Name / Address                            | Relationships |           |                                      |       |
|-----------------------------------------------------------|---------------|-----------|--------------------------------------|-------|
|                                                           | Director      | 10% Owner | Officer                              | Other |
| <b>FRAIZER MICHAEL D<br/>C/O GENWORTH FINANCIAL, INC.</b> | <b>X</b>      |           | <b>Chairman, President &amp; CEO</b> |       |

6620 WEST BROAD STREET  
RICHMOND, VA 23230

**Signatures**

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

6/7/2011

\*\* 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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