

GENWORTH FINANCIAL INC

Reported by
FRAIZER MICHAEL D

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/25/04 for the Period Ending 05/25/04

Address	6620 WEST BROAD STREET 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**

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
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

1. Name and Address of Reporting Person * FRAIZER MICHAEL D <small>(Last) (First) (Middle)</small> C/O GENWORTH FINANCIAL, INC., 6620 WEST BROAD STREET <small>(Street)</small> RICHMOND, VA 23230 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol GENWORTH FINANCIAL INC [GNW] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">5/25/2004</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Chairman, Pres. and CEO 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (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	5/25/2004		P		100	A	\$18.75	100	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	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$6.8016	5/25/2004		A		140868		(1)	9/15/2005	Class A Common Stock	140868	(15)	140868	D	
Stock Option (right to buy)	\$9.4104	5/25/2004		A		169041		(1)	9/13/2006	Class A Common Stock	169041	(15)	169041	D	
Stock Option (right to buy)	\$14.1090	5/25/2004		A		117390		(1)	9/12/2007	Class A Common Stock	117390	(15)	117390	D	
Stock Option (right to buy)	\$16.8775	5/25/2004		A		187823		(1)	9/11/2008	Class A Common Stock	187823	(15)	187823	D	
Stock Option (right to buy)	\$25.3829	5/25/2004		A		211301		(2)	9/10/2009	Class A Common Stock	211301	(15)	211301	D	
Stock Option (right to buy)	\$36.6169	5/25/2004		A		195649		(3)	9/22/2010	Class A Common Stock	195649	(15)	195649	D	
Stock Option (right to buy)	\$27.9518	5/25/2004		A		313039		(4)	7/26/2011	Class A Common Stock	313039	(15)	313039	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	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$22.6681	5/25/2004		A		156520		(5)	9/26/2011	Class A Common Stock	156520	(15)	156520	D	
Stock Option (right to buy)	\$17.2822	5/25/2004		A		469558		(6)	9/13/2012	Class A Common Stock	469558	(15)	469558	D	
Restricted Stock Unit	(7)	5/25/2004		A		70434			10/3/2023	Class A Common Stock	70434	(15)	70434	D	
Restricted Stock Unit	(7)	5/25/2004		A		123259		(8)	(7)	Class A Common Stock	123259	(15)	123259	D	
Restricted Stock Unit	(7)	5/25/2004		A		70434		(9)	(7)	Class A Common Stock	70434	(15)	70434	D	
Restricted Stock Unit	(7)	5/25/2004		A		70434		(10)	(7)	Class A Common Stock	70434	(15)	70434	D	
Restricted Stock Unit	(7)	5/25/2004		A		62608		(11)	(7)	Class A Common Stock	62608	(15)	62608	D	
Restricted Stock Unit	(7)	5/25/2004		A		67826		(12)	(7)	Class A Common Stock	67826	(15)	67826	D	
Stock Settled SAR (right to buy)	\$20.1445	5/25/2004		A		305213		(13)	9/12/2013	Class A Common Stock	305213	(15)	305213	D	
Stock Settled SAR (right to buy)	\$19.50	5/25/2004		A		1900000		(14)	5/25/2014	Class A Common Stock	1900000	(16)	1900000	D	

Explanation of Responses:

- (1) Immediately.
- (2) 50% immediately vested; 50% vests 9/10/04.
- (3) 50% immediately vested; 50% vests 9/22/05.
- (4) 50% immediately vested; 50% vests 9/26/05.
- (5) Vests 50% - 9/26/04; 50% - 9/26/06.
- (6) 20% immediately vested. Remaining award vests 20% - 9/13/04; 20% - 9/13/05; 20% - 9/13/06; 20% - 9/13/07.
- (7) 1:1; no expiration date.
- (8) Vests one third 6/26/05; two thirds 10/3/23.
- (9) Vests one third 7/29/06; two thirds 10/3/23.
- (10) Vests one third 6/22/07; two thirds 10/3/23.
- (11) Vests 25% - 9/10/04; 25% - 9/10/08; 50% - 10/3/23.
- (12) Vests 50% - 9/12/06; 50% - 9/12/08.
- (13) Vests in 20% annual increments beginning on 9/12/04.
- (14) Vests in 25% annual increments beginning on 5/25/06.
- (15) Replaces cancelled General Electric Company award.
- (16) Not applicable.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRAIZER MICHAEL D C/O GENWORTH FINANCIAL, INC.	X		Chairman, Pres. and CEO	

6620 WEST BROAD STREET
RICHMOND, VA 23230

Signatures

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

5/25/2004

** 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.

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.