

# GENWORTH FINANCIAL INC

Reported by  
**UPTON JEROME T**

## FORM 3

(Initial Statement of Beneficial Ownership)

Filed 01/07/11 for the Period Ending 01/01/11

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

## INITIAL STATEMENT OF 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(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Date of Event Requiring Statement (MM/DD/YYYY)		3. Issuer Name and Ticker or Trading Symbol		
Upton Jerome T			1/1/2011		GENWORTH FINANCIAL INC [GNW]		
(Last) (First) (Middle)			4. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
C/O GENWORTH FINANCIAL, INC., 6620 WEST BROAD STREET			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Vice President /</b>				
(Street)			5. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)		
RICHMOND, VA 23230					<input checked="" type="checkbox"/> X 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 Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	2468	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Options (right to buy)	9/13/2007	9/13/2012	Class A Common Stock	939	\$17.2822	D	
Stock Options (right to buy)	(1)	2/12/2019	Class A Common Stock	15000	\$2.46	D	
Stock Options (right to buy)	(2)	5/25/2014	Class A Common Stock	4166	\$7.80	D	
Stock Options (right to buy)	(2)	7/20/2015	Class A Common Stock	1600	\$7.80	D	
Stock Options (right to buy)	(2)	8/9/2016	Class A Common Stock	1800	\$7.80	D	
Stock Options (right to buy)	(2)	7/31/2017	Class A Common Stock	2150	\$7.80	D	
Stock Options (right to buy)	(3)	2/13/2018	Class A Common Stock	4000	\$7.80	D	
Stock Options (right to buy)	(4)	2/10/2020	Class A Common Stock	18000	\$14.18	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<b>Restricted Stock Units</b>	(5)	(5)	<b>Class A Common Stock</b>	<b>600</b>	(10)	<b>D</b>	
<b>Restricted Stock Units</b>	(6)	(6)	<b>Class A Common Stock</b>	<b>717</b>	(10)	<b>D</b>	
<b>Restricted Stock Units</b>	(7)	(7)	<b>Class A Common Stock</b>	<b>2667</b>	(10)	<b>D</b>	
<b>Restricted Stock Units</b>	(8)	(8)	<b>Class A Common Stock</b>	<b>2222</b>	(10)	<b>D</b>	
<b>Restricted Stock Units</b>	(9)	(9)	<b>Class A Common Stock</b>	<b>4000</b>	(10)	<b>D</b>	

**Explanation of Responses:**

- (1) Vested one third on 2/12/2010. Remaining award vests in equal annual installments on each of 2/12/2011 and 2/12/2012.
- (2) Vested one third on 8/19/2010. Remaining award vests in equal annual installments on each of 8/19/2011 and 8/19/2012.
- (3) Vested one fourth on 8/19/2010. Remaining award vests in equal annual installments on each of 8/19/2011, 8/19/2012 and 8/19/2013.
- (4) Vests in one-fourth annual installments beginning on 2/10/2011.
- (5) Vests and converts to Class A Common Stock on 8/09/2011.
- (6) Vests and converts to Class A Common Stock on 7/31/2012.
- (7) Vests and converts to Class A Common Stock 50% on each of 2/13/2011 and 2/13/2013.
- (8) Vests and converts to Class A Common Stock 50% on each of 2/12/2011 and 2/12/2012.
- (9) Vests and converts to Class A Common Stock in one-fourth annual installments beginning on 2/10/2011.
- (10) Restricted Stock Units settle in Class A Common Stock on a 1:1 basis.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Upton Jerome T C/O GENWORTH FINANCIAL, INC.  6620 WEST BROAD STREET RICHMOND, VA 23230</b>			<b>Vice President</b>	

**Signatures**

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

1/7/2011

\*\* 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 5(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.

December 15, 2010

Securities and Exchange Commission  
450 5th Street, N.W.  
Washington, D.C. 20549

Re: Authorization to Sign Rule 16 Forms  
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To whom it may concern:

I am a Vice President of Genworth Financial, Inc. ("Genworth") and, until further written notice, I hereby individually authorize Leon E. Roday (Genworth's Senior Vice President, General Counsel and Secretary), Richard J. Oelhafen, Jr. (Genworth's Vice President and Assistant Secretary) and Christine A. Ness (Genworth's Assistant Secretary) to sign on my behalf a Form 3 and any Form 4 or Form 5 or related form that I have filed or may file hereafter in connection with my direct or indirect beneficial ownership of Genworth securities, and to take any other action of any type whatsoever in connection with the foregoing which in his or her opinion may be of benefit to, in the best interest of, or legally required by me.

Very truly yours,

/s/ Jerome T. Upton

Jerome T. Upton