Edgar Filing: GENWORTH FINANCIAL INC - Form 4

GENWORT Form 4 July 05, 200	TH FINANCIAL 1	INC									
•	ЛЛ								OMB APPROVAL		
FORM 4 UNITED STATES SECURITII							N OMB Number:	3235-0287			
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). 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(h) of the Investment Company Act of 1940								Estimated burden ho response.	Estimated average burden hours per response 0.5		
(Print or Type	Responses)										
1. Name and KERREY .	2. Issuer Name and Ticker or Trading Symbol GENWORTH FINANCIAL INC [GNW]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
(Last) C/O GENV INC., 6620	3. Date of Earliest Transaction (Month/Day/Year) 06/30/2006			X Director 10% Owner Officer (give title Other (specify below) below)							
RICHMON	4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 							
							Person				
(City)	(State)	(Zip)	Tab	ole I - Non-I	Derivative	Securities A	cquired, Disposed	of, or Beneficia	ally Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D)	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)		
Reminder: Re	port on a separate line	e for each cl	ass of sec	urities benet	ficially ow	ned directly of	or indirectly.				
Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.											
	Tab					posed of, or convertible :	Beneficially Owner securities)	d			

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	(A) or Disposed (D)	Securities Acquired (Month/Day/Year) (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Instr. 3 and 4)		
				Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Deferred Stock Units	(1)	06/30/2006		А	1,194.2972		<u>(1)</u>	<u>(1)</u>	Class A Common Stock	1,194.29

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
KERREY J ROBERT C/O GENWORTH FINANCIAL, INC. 6620 WEST BROAD STREET RICHMOND, VA 23230	Х					
Signatures						
/s/ Richard J. Oelhafen, Jr., Attorney-in-Fact		07/05/2006				
**Signature of Reporting Person		Date				

Explanation of Responses:

- * 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).

Deferred Stock Units become payable in cash (based on the cash value of a share of Class A Common Stock) beginning one year after (1) termination of service as a director. The Reporting Person may elect to receive such amount as a lump sum or in payments spread out for up to 10 years.

- (2) The number of Deferred Stock Units acquired represents the Reporting Person's retainer fee and was based on a price of \$33.4925 per share of Class A Common Stock.
- (3) The number of DSUs reported on this Form 4 have been shown to the fourth decimal place. This reflects a change in the reporting methodology.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.