#### GENWORTH FINANCIAL INC

Form 4

January 05, 2009

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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

2. Issuer Name and Ticker or Trading

GENWORTH FINANCIAL INC

(Print or Type Responses)

1. Name and Address of Reporting Person \*

(First)

(State)

KERREY J ROBERT

(Last)

(City)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 12/31/2008

Symbol

[GNW]

C/O GENWORTH FINANCIAL. INC., 6620 WEST BROAD STREET

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

X\_ Director

Officer (give title

RICHMOND, VA 23230

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Zip)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(e.g., puts, calls, warrants, options, convertible securities)

(Instr. 3, 4 and 5) (A)

or

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership Form: Direct (I) (Instr. 4)

Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

7. Nature of

10% Owner

Other (specify

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly 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.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

3. Transaction Date 3A. Deemed 1. Title of (Month/Day/Year) Execution Date, if TransactionDerivative Securities Conversion

5. Number of

6. Date Exercisable and **Expiration Date** 

7. Title and Amount of **Underlying Securities** 

1

### Edgar Filing: GENWORTH FINANCIAL INC - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A) (I	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Deferred Stock Units	<u>(1)</u>	12/31/2008		A	15,203.3447		(1)	(1)	Class A Common Stock	15,203

# **Reporting Owners**

Reporting Owner Name / Address

Director

Director

Director

Director

10% Owner

Officer

Other

KERREY J ROBERT

C/O GENWORTH FINANCIAL, INC.
6620 WEST BROAD STREET

RICHMOND, VA 23230

## **Signatures**

/s/ Richard J. Oelhafen, Jr., by power of attorney 01/05/2009

\*\*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 termination of service as a director. The Reporting Person has previously elected 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 \$2.6310 per share of Class A Common Stock.
- (3) Includes 614.7438 Deferred Stock Units acquired pursuant to a dividend reinvestment feature of previously awarded Deferred Stock

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.

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