Edgar Filing: KELLEHER PATRICK BRIAN - Form 4

	PATRICK BRI	AN								
Form 4 February 12,	2010									
								OMB A	PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									3235-0287	
Check th if no long subject to Section 1 Form 4 o Form 5	ger STATEN 6. or	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP (SECURITIES							January 31, 2005 average urs per . 0.5	
Form 5 obligations may continue. See Instruction 1(b). 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										
(Print or Type I	Responses)									
1. Name and A KELLEHEI		2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer				
	GENWORTH FINANCIAL INC [GNW]				(Check all applicable)					
(Last)	3. Date of Earliest Transaction (Month/Day/Year)			Director 10% Owner X_ Officer (give title Other (specify below) below)						
C/O GENW INC., 6620	-0.0/10/2010				· · · · · · · · · · · · · · · · · · ·	Chief Financial Officer				
			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				
RICHMON	D, VA 23230						Form filed by Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	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: Rep	oort on a separate line	e for each cl	ass of sec	urities bene	-		-			
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 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

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

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	Transact	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)	Securities Acquired (Disposed o (Instr. 3, 4, 5)	f (D)		(Year)	(Instr. 3 and	4)
				Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Settled SARs	\$ 14.18	02/10/2010		A	110,000		<u>(1)</u>	02/10/2020	Class A Common Stock	110,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
KELLEHER PATRICK BRIAN C/O GENWORTH FINANCIAL, INC. 6620 WEST BROAD STREET RICHMOND, VA 23230			SVP - Chief Financial Officer				
Signatures							
/s/ Richard J. Oelhafen, Jr., by power of attorney							
<u>**</u> 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).

(1) Vests annually in one-fourth increments beginning on 2/10/2011.

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.