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Form 4	H FINANCIA	L INC									
February 21, FORM		'D STATF	SFCUR	PITIFS A	ND FX(тнар	NGE (COMMISSION		PPROVAL	
<i></i>		DSIAIL		shington,					OMB Number:	3235-0287	
Check thi if no long	er								Expires:	January 31, 2005	
subject to Section 16. Form 4 or Form 5 Filed pursuant to S				SECUR	ITIES				Estimated average burden hours per response		
obligation may cont <i>See</i> Instru 1(b).	inue. Section	17(a) of the		tility Hold	ling Com	ipany	Act of	f 1935 or Section	n		
(Print or Type F	Responses)										
EVANGEL LORI M Syml GEN			Symbol	Name and ORTH FI			-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
			[GNW]								
	(First) ORTH FINA WEST BROA		(Month/D 02/18/20	-	ansaction			Director X Officer (give below) EVP & (o Owner er (specify icer	
RICHMON	(Street) D, VA 23230			ndment, Da hth/Day/Year	-			6. Individual or Jo Applicable Line) _X_ Form filed by O Form filed by M Person	One Reporting Pe	rson	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative S	Securi	ties Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) Executio any			4. Securit on(A) or Di (Instr. 3, 4	sposed	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)		
Class A Common Stock	02/18/2017			Code V M	Amount 38,334	(D) A	Price (<u>1)</u>	48,522	D		
Class A Common Stock	02/18/2017			F	13,408 (2)	D	\$ 4.01	35,114	D		
Class A Common Stock	02/20/2017			М	11,667	А	<u>(1)</u>	46,781	D		
Class A	02/20/2017			F	3,862	D	\$	42,919	D		

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Common Stock (3) 4.01

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

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.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. l De Sec (In
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	02/18/2017		М	38,334	(4)	(4)	Class A Common Stock	38,334	
Restricted Stock Units	<u>(1)</u>	02/20/2017		М	11,667	(5)	(5)	Class A Common Stock	11,667	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
EVANGEL LORI M C/O GENWORTH FINANCIAL, INC. 6620 WEST BROAD STREET RICHMOND, VA 23230			EVP & Chief Risk Officer				
Signatures							
/s/ David F. Kurzawa, by power of attorney		02/21/2017					
**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).

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- (1) Restricted Stock Units settle in Class A Common Stock on a 1:1 basis.
- (2) The Company withheld shares of common stock to satisfy the tax withholding obligation for the Reporting Person's Restricted Stock Units that vested on February 18, 2017.
- (3) The Company withheld shares of common stock to satisfy the tax withholding obligation for the Reporting Person's Restricted Stock Units that vested on February 20, 2017.
- (4) Restricted Stock Units vested and converted to Class A Common Stock on February 18, 2017.
- (5) Restricted Stock Units vested and converted to Class A Common Stock on February 20, 2017.

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.