

Laming Michael S
Form 4
August 20, 2009

FORM 4

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Laming Michael S

2. Issuer Name **and** Ticker or Trading
Symbol
GENWORTH FINANCIAL INC
[GNW]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify
below) below)

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

08/18/2009

SVP - Human Resources

(Street)

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

RICHMOND, VA 23230

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
			Code	V Amount (D) Price			

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

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SEC 1474
(9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Security
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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)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Settled SARs	\$ 22.8	08/18/2009	D			38,500	<u>(1)</u>	02/13/2018	Class A Common Stock	38,500
Stock Settled SARs	\$ 30.52	08/18/2009	D			26,600	<u>(2)</u>	07/31/2017	Class A Common Stock	26,600
Stock Settled SARs	\$ 34.13	08/18/2009	D			25,900	<u>(3)</u>	08/09/2016	Class A Common Stock	25,900
Stock Settled SARs	\$ 32.1	08/18/2009	D			24,300	<u>(4)</u>	07/20/2015	Class A Common Stock	24,300
Stock Settled SARs	\$ 19.5	08/18/2009	D			200,000	<u>(5)</u>	05/25/2014	Class A Common Stock	200,000
Stock Settled SARs	\$ 7.8	08/19/2009	A		12,833		<u>(6)</u>	02/13/2018	Class A Common Stock	12,833
Stock Settled SARs	\$ 7.8	08/19/2009	A		8,866		<u>(7)</u>	07/31/2017	Class A Common Stock	8,866
Stock Settled SARs	\$ 7.8	08/19/2009	A		8,633		<u>(7)</u>	08/09/2016	Class A Common Stock	8,633
Stock Settled SARs	\$ 7.8	08/19/2009	A		8,100		<u>(7)</u>	07/20/2015	Class A Common Stock	8,100
Stock Settled SARs	\$ 7.8	08/19/2009	A		66,666		<u>(7)</u>	05/25/2014	Class A Common Stock	66,666

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Laming Michael S C/O GENWORTH FINANCIAL, INC. 6620 WEST BROAD STREET			SVP - Human Resources	

RICHMOND, VA 23230

Signatures

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

08/20/2009

__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).

- (1) The SARs provided for vesting in five equal installments beginning on February 13, 2009.
- (2) The SARs provided for vesting in five equal installments beginning on July 31, 2008.
- (3) The SARs provided for vesting in five equal installments beginning on August 9, 2007.
- (4) The SARs provided for vesting in five equal installments beginning on July 20, 2006.
- (5) The SARs provided for vesting in four equal installments beginning on May 25, 2006.
- (6) The SARs vest in four equal annual installments beginning on August 19, 2010.
- (7) The SARs vest in three equal annual installments beginning on August 19, 2010.

The disposition of SARs reported on this Form 4 was pursuant to the issuer's equity exchange program. For every three SARs that were

- (8) cancelled, the reporting person was granted one new SAR with a base price equal to the closing price of the issuer's Class A Common Stock on August 19, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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