

Schneider Kevin Douglas
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 *
Schneider Kevin Douglas

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/18/2009

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
SVP - Genworth

(Street)
RICHMOND, VA 23230

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)

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
Stock Options (right to buy)	\$ 22.8	08/18/2009		D		25,200	(1)	02/13/2018	Class A Common Stock	25,000
Stock Options (right to buy)	\$ 30.52	08/18/2009		D		18,900	(2)	07/31/2017	Class A Common Stock	18,900
Stock Options (right to buy)	\$ 34.13	08/18/2009		D		15,300	(3)	08/09/2016	Class A Common Stock	15,300
Stock Options (right to buy)	\$ 32.1	08/18/2009		D		13,800	(4)	07/20/2015	Class A Common Stock	13,800
Stock Options (right to buy)	\$ 19.5	08/18/2009		D		160,000	(5)	05/25/2014	Class A Common Stock	160,000
Stock Options (right to buy)	\$ 7.8	08/19/2009		A	8,400		(6)	02/13/2018	Class A Common Stock	8,400
Stock Options (right to buy)	\$ 7.8	08/19/2009		A	6,300		(7)	07/31/2017	Class A Common Stock	6,300
Stock Options (right to buy)	\$ 7.8	08/19/2009		A	5,100		(7)	08/09/2016	Class A Common Stock	5,100
Stock Options (right to buy)	\$ 7.8	08/19/2009		A	4,600		(7)	07/20/2015	Class A Common Stock	4,600
Stock Options (right to buy)	\$ 7.8	08/19/2009		A	53,333		(7)	05/25/2014	Class A Common Stock	53,333

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schneider Kevin Douglas C/O GENWORTH FINANCIAL, INC. 6620 WEST BROAD STREET RICHMOND, VA 23230				SVP - Genworth

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

- The disposition of Stock Options reported on this Form 4 was pursuant to the issuer's equity exchange program. For every three Stock
- (8) Options that were cancelled, the reporting person was granted one new Stock Option 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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