

GENWORTH FINANCIAL INC
 Form 4
 November 08, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
FRAIZER MICHAEL D

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)
11/07/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President & CEO

(Street)
RICHMOND, VA 23230

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock	11/07/2005		M		70,000	A	\$ 9,4104 287,116 D
Class A Common Stock	11/07/2005		S		10,500	D	\$ 32.3 276,616 D
Class A Common Stock	11/07/2005		S		3,700	D	\$ 32.31 272,916 D
Class A Common Stock	11/07/2005		S		2,200	D	\$ 32.32 270,716 D

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Common Stock							
Class A Common Stock	11/07/2005	S	1,100	D	\$ 32.33	269,616	D
Class A Common Stock	11/07/2005	S	200	D	\$ 32.34	269,416	D
Class A Common Stock	11/07/2005	S	6,141	D	\$ 32.35	263,275	D
Class A Common Stock	11/07/2005	S	3,200	D	\$ 32.36	260,075	D
Class A Common Stock	11/07/2005	S	1,100	D	\$ 32.37	258,975	D
Class A Common Stock	11/07/2005	S	4,000	D	\$ 32.38	254,975	D
Class A Common Stock	11/07/2005	S	3,200	D	\$ 32.39	251,775	D
Class A Common Stock	11/07/2005	S	2,300	D	\$ 32.4	249,475	D
Class A Common Stock	11/07/2005	S	2,700	D	\$ 32.41	246,775	D
Class A Common Stock	11/07/2005	S	100	D	\$ 32.42	246,675	D
Class A Common Stock	11/07/2005	S	1,300	D	\$ 32.43	245,375	D

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

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(9-02)

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

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 9.4104	11/07/2005		M	70,000	<u>(1)</u> 09/13/2006	Class A Common Stock	70,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRAIZER MICHAEL D C/O GENWORTH FINANCIAL, INC. 6620 WEST BROAD STREET RICHMOND, VA 23230	X		Chairman, President & CEO	

Signatures

/s/ Richard J. Oelhafen Jr.,
Attorney-in-Fact
Date: 11/08/2005

**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) Immediately
- (2) Not applicable

Remarks:

All of the sales reported on this Form 4 were in connection with a broker-assisted cashless exercise of a stock option (which was

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