

GENWORTH FINANCIAL INC
 Form 4
 February 08, 2007

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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/06/2007

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

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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Class A Common Stock	02/06/2007		M		475,000	A	\$ 19.5	1,037,719	D
Class A Common Stock	02/06/2007		D		256,260	D	\$ 36.145	781,459	D
Class A Common Stock	02/06/2007		F		89,629	D	\$ 36.145	691,830	D
Class A Common Stock	02/06/2007		M		313,039	A	\$	1,004,869	D

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Common Stock								27.9518
Class A Common Stock	02/06/2007	S	274,225	D	\$	36.0225	730,644	D
						(1)		

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

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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 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 Security (Instr. 3 and 4)
						Date Exercisable	Expiration Date	
Stock Appreciation Right	\$ 19.5	02/06/2007		M	475,000	(2)	09/25/2014	Class A Common Stock 475,000
Stock Option (right to buy)	\$ 27.9518	02/06/2007		M	313,039	(4)	07/26/2011	Class A Common Stock 313,039

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

02/08/2007

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) Price indicated is the weighted average sales price as a result of a series of broker-assisted transactions ranging in price from \$35.86 to \$36.11 per share.
- (2) Vested 25% on 5/25/2006; remainder vests 25% on 5/25/2007, 5/25/2008 and 5/25/2009.
- (3) Not Applicable.
- (4) Vested 50% on 9/26/2004 and 50% on 9/26/2006.

Remarks:

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

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