

GENWORTH FINANCIAL INC
 Form 4
 November 08, 2013

FORM 4

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

OMB APPROVAL

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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 *
 Pehota Joseph

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)
 11/06/2013

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 SVP - Corporate Development

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	11/06/2013		M	7,000	A	\$ 7.8	25,943 D
Class A Common Stock	11/06/2013		D	3,742	D	\$ 14.59	22,201 D
Class A Common Stock	11/06/2013		F	1,110	D	\$ 14.59	21,091 D
Class A Common Stock	11/06/2013		M	8,166	A	\$ 7.8	29,257 D

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Common Stock									
Class A Common Stock	11/06/2013		D	4,365	D	\$ 14.59	24,892	D	
Class A Common Stock	11/06/2013		F	1,295	D	\$ 14.59	23,597	D	
Class A Common Stock	11/06/2013		M	10,383	A	\$ 7.8	33,980	D	
Class A Common Stock	11/06/2013		D	5,551	D	\$ 14.59	28,429	D	
Class A Common Stock	11/06/2013		F	1,646	D	\$ 14.59	26,783	D	
Class A Common Stock							1,278.818	I	By 401(k) Plan

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.

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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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Settled SARs	\$ 7.8	11/06/2013		M	7,000	08/19/2012 07/20/2015	Class A Common Stock	7,000	
Stock Settled SARs	\$ 7.8	11/06/2013		M	8,166	08/19/2012 08/09/2016	Class A Common Stock	8,166	

