

Schneider Kevin Douglas  
 Form 4  
 August 20, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 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  
 (Street)

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

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 SVP - Genworth

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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.**

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
------------------------	---------------	--------------------------------------	-------------------------------	----------------	------------------------------------	---	---

Edgar Filing: Schneider Kevin Douglas - Form 4

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

