#### LAVIZZO-MOUREY RISA J

Form 4

February 17, 2009

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

**OMB** Number:

Expires:

3235-0287 January 31,

0.5

Check this box if no longer

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

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**OMB APPROVAL** 

response...

Form 5 obligations may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

LAVIZZO-MOUREY RISA J

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to

Issuer

GENWORTH FINANCIAL INC

(Check all applicable)

[GNW]

(Last)

Security

(Instr. 3)

(First) (Middle) 3. Date of Earliest Transaction

X\_ Director Officer (give title below)

10% Owner Other (specify

(Month/Day/Year) 02/12/2009

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

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

RICHMOND, VA 23230

(State) (Zip) (City) 1. Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year) Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

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 SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

3. Transaction Date 3A. Deemed 1. Title of Conversion

5. Number of Derivative (Month/Day/Year) Execution Date, if TransactionSecurities Acquired (A) or 6. Date Exercisable and **Expiration Date** 

7. Title an Underlyin

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 ar
				Code V	(A)	(D) Date Exercisab	Date Exercisable	Expiration Date	Title
Deferred Stock Units	<u>(1)</u>	02/12/2009		D		22,740.1112	<u>(1)</u>	<u>(1)</u>	Class A Commo Stock
Deferred Stock Units	(1)	02/12/2009		A	22,740.1112		<u>(1)</u>	<u>(1)</u>	Class A Commo Stock

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
• 9	Director	10% Owner	Officer	Other		
LAVIZZO-MOUREY RISA J C/O GENWORTH FINANCIAL, INC. 6620 WEST BROAD STREET RICHMOND, VA 23230	X					

## **Signatures**

/s/ Richard J. Oelhafen, Jr., by power of attorney

\*\*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).

The two reported transactions involved an amendment of outstanding Deferred Stock Units ("DSUs"), resulting in the deemed

cancellation of the "old" DSUs and the grant of replacement DSUs. The "old" DSUs were payable in cash (based on the cash value of a share of Class A Common Stock) and were amended to be payable in shares of Class A Common Stock on a one-for-one basis. Payment will begin one year after termination of service as a director, and the Reporting Person has previously elected to receive such payment in one payment or in installments spread out for up to 10 years.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2