Laming Michael S Form 4 February 15, 2011

### FORM 4

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

**OMB APPROVAL OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

0.5

Form 4 or Form 5 obligations may continue.

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

**SECURITIES** 

burden hours per response...

See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \*

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Laming Michael S

**GENWORTH FINANCIAL INC** [GNW]

(Check all applicable)

(Middle)

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

Director 10% Owner \_X\_\_ Officer (give title Other (specify below)

C/O GENWORTH FINANCIAL,

(First)

02/13/2011

SVP - Human Resources

6. Individual or Joint/Group Filing(Check

INC., 6620 WEST BROAD STREET (Street)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

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

RICHMOND, VA 23230

(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. Transactic Code (Instr. 8)	4. Securion(A) or D (Instr. 3,	ispose 4 and (A) or	ed of (D)	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)
Class A Common Stock	02/13/2011		M	2,750	A	<u>(1)</u>	16,394	D	
Class A Common Stock	02/13/2011		F	950	D	\$ 13.51	15,444	D	
Class A Common Stock							500	I	Trust for Child
Class A							500	I	Trust for

#### Edgar Filing: Laming Michael S - Form 4

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Common Stock					Child
Class A Common Stock		:	16,473 <u>(2)</u>	I	By Family Trust
Reminder: Report on a separate line for	each class of securities benefic	ially owned directly or ind	irectly.		
		Persons who respon- information containe required to respond displays a currently v number.	are not m	SEC 1474 (9-02)	
Table II	- Derivative Securities Acqui (e.g., puts, calls, warrants, o		•		
	etion Date 3A. Deemed	4. 5. Number	6. Date Exercis		7. Title and Amount

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. Transacti Code (Instr. 8)	5. Number on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	f Derivative Expiration Date Underlying eccurities (Month/Day/Year) (Instr. 3 and Quired A) or isposed of D) nstr. 3, 4,		7. Title and 2. Underlying \$ (Instr. 3 and	Securities	8. Pr Deriv Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock	(1)	02/13/2011		M	2,750	(3)	(3)	Class A Common	2,750	\$

Stock

# **Reporting Owners**

Reporting Owner Name / Address	Director	10% Owner	Relationships Officer	Other
Laming Michael S C/O GENWORTH FINANCIAL, INC. 6620 WEST BROAD STREET RICHMOND, VA 23230			SVP - Human Resources	

## **Signatures**

Units

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

\*\*Signature of Reporting Person Date

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## **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) Restricted Stock Units settle in Class A Common Stock on a 1:1 basis.
- (2) The reporting person previously transferred 16,473 shares to a revocable grantor trust. These shares were reported in prior reports as owned directly by the reporting person.
- (3) Restricted Stock Units reported on this Form 4 vested and converted to Class A Common Stock on 2/13/2011.

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.