

Sheehan Daniel J IV
 Form 3
 May 08, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Sheehan Daniel J IV		(Month/Day/Year)	GENWORTH FINANCIAL INC [GNW]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		04/30/2012		
C/O GENWORTH FINANCIAL, INC.,Â 6620 WEST BROAD ST			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
RICHMOND,Â VAÂ 23230			SVP - Chief Investment Officer	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)		<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	7,983	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Restricted Stock Units	Â <u>(1)</u>	Â <u>(1)</u>	Class A Common Stock	3,750	\$ <u>(6)</u>	D	Â
Restricted Stock Units	Â <u>(2)</u>	Â <u>(2)</u>	Class A Common Stock	1,234	\$ <u>(6)</u>	D	Â
Restricted Stock Units	Â <u>(3)</u>	Â <u>(3)</u>	Class A Common Stock	2,467	\$ <u>(6)</u>	D	Â
Restricted Stock Units	Â <u>(4)</u>	Â <u>(4)</u>	Class A Common Stock	3,999	\$ <u>(6)</u>	D	Â
Restricted Stock Units	Â <u>(5)</u>	Â <u>(5)</u>	Class A Common Stock	7,200	\$ <u>(6)</u>	D	Â
Stock Settled SARs	Â <u>(7)</u>	02/09/2021	Class A Common Stock	24,000	\$ 12.75	D	Â
Stock Settled SARs	Â <u>(8)</u>	02/14/2022	Class A Common Stock	32,400	\$ 8.88	D	Â
Stock Options (right to buy)	09/13/2007	09/13/2012	Class A Common Stock	1,566	\$ 17.2822	D	Â
Stock Options (right to buy)	02/12/2012	02/12/2019	Class A Common Stock	35,000	\$ 2.46	D	Â
Stock Options (right to buy)	Â <u>(9)</u>	05/25/2014	Class A Common Stock	5,000	\$ 7.8	D	Â
Stock Options (right to buy)	Â <u>(9)</u>	07/20/2015	Class A Common Stock	2,400	\$ 7.8	D	Â
Stock Options (right to buy)	Â <u>(9)</u>	08/09/2016	Class A Common Stock	3,100	\$ 7.8	D	Â
Stock Options (right to buy)	Â <u>(9)</u>	07/31/2017	Class A Common Stock	3,700	\$ 7.8	D	Â
Stock Options (right to buy)	Â <u>(10)</u>	02/13/2018	Class A Common	7,400	\$ 7.8	D	Â

			Stock				
Stock Options (right to buy)	Â (11)	08/19/2019	Class A Common Stock	18,000	\$ 7.8	D	Â
Stock Options (right to buy)	Â (12)	02/10/2020	Class A Common Stock	40,000	\$ 14.18	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sheehan Daniel J IV C/O GENWORTH FINANCIAL, INC. 6620 WEST BROAD ST RICHMOND, VA 23230	Â	Â	Â SVP - Chief Investment Officer	Â

Signatures

/s/Christine A. Ness, by power of attorney
05/08/2012

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Vests and converts to Class A Common Stock on 1/3/2013.
- (2) Vests and converts to Class A Common Stock on 7/31/2012.
- (3) Vests and converts to Class A Common Stock on 2/13/2013.
- (4) Vests and converts to Class A Common Stock in equal annual installments on each of 2/9/2013, 2/9/2014 and 2/9/2015.
- (5) Vests and converts to Class A Common Stock in equal annual installments on each of 2/14/2013, 2/14/2014, 2/14/2015 and 2/14/2016.
- (6) Restricted Stock Units settle in Class A Common Stock on a 1:1 basis.
Vested one-fourth on 2/9/2012. Remaining award vests in equal annual installments on each of 2/9/2013, 2/9/2014 and 2/9/2015. The vested and unexercised portion of the SARs, if any, shall be automatically exercised if the closing price of the issuer's common stock equals or exceeds a specified "maximum share value" equal to \$75.
- (7) Vests in equal annual installments on each of 2/14/2013, 2/14/2014, 2/14/2015 and 2/14/2016. The vested and unexercised portion of the SARs, if any, shall be automatically exercised if the closing price of the issuer's common stock equals or exceeds a specified "maximum share value" equal to \$75.
- (8) Vested one-third on 8/19/2010 and 8/19/2011. Remaining award vests on 8/19/2012.
- (9) Vested one-fourth on 8/19/2010 and 8/19/2011. Remaining award vests in equal annual installments on 8/19/2012 and 8/19/2013.
Vested one-third on 2/3/2010, based on the closing price of the Company's Class A Common Stock exceeding \$12.00 for 20 consecutive trading days; vested one-third on 4/20/2010, based on the closing price of the Company's Class A Common Stock exceeding \$16.00 for 20 consecutive trading days. Remaining one-third vests on 8/19/2013, or earlier based on the closing price of the Company's Class A Common Stock exceeding \$20.00 for 20 consecutive trading days.
- (10) Vested one-fourth on 2/10/2011 and 2/10/2012. Remaining award vests in equal annual installments on 2/10/2013 and 2/10/2014.
- (11) Vested one-fourth on 2/10/2011 and 2/10/2012. Remaining award vests in equal annual installments on 2/10/2013 and 2/10/2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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