

GENWORTH FINANCIAL INC
Form 4
August 07, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
McKay Scott J

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)

3. Date of Earliest Transaction (Month/Day/Year)
08/06/2013

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
SVP- Chief Information Officer

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

(Street)

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

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. 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	08/06/2013		M	80,000	A	\$ 7.8	105,588 D
Class A Common Stock	08/06/2013		D	47,816	D	\$ 13.05	57,772 D
Class A Common Stock	08/06/2013		F	10,653	D	\$ 13.05	47,119 D
Class A Common Stock	08/06/2013		M	8,100	A	\$ 7.8	55,219 D

Edgar Filing: GENWORTH FINANCIAL INC - Form 4

Common
Stock

Class A Common Stock	08/06/2013		D	4,841	D	\$ 13.05	50,378	D
----------------------------	------------	--	---	-------	---	-------------	--------	---

Class A Common Stock	08/06/2013		F	1,079	D	\$ 13.05	49,299	D
----------------------------	------------	--	---	-------	---	-------------	--------	---

Class A Common Stock							911.892	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.

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 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	08/06/2013		M	80,000	08/19/2012	05/25/2014	Class A Common Stock	80,000
Stock Settled SARs	\$ 7.8	08/06/2013		M	8,100	08/19/2012	07/20/2015	Class A Common Stock	8,100

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McKay Scott J C/O GENWORTH FINANCIAL, INC. 6620 WEST BROAD STREET			SVP- Chief Information Officer	

RICHMOND, VA 23230

Signatures

/s/ Michael J. McCullough, by power of
attorney

08/07/2013

__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).

Remarks:

The net shares received by the reporting person for the exercise of stock settled stock appreciation rights are subject to the issuance of new shares.
On April 1, 2013, pursuant to a previously announced plan to implement a holding company reorganization, Genworth Financial Inc. issued new shares to the reporting person.

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.