

GENWORTH FINANCIAL INC
Form 4
November 08, 2005

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 *
FRAIZER MICHAEL D

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)
11/07/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President & CEO

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	11/07/2005		M		70,000	A	\$ 9,4104 287,116 D
Class A Common Stock	11/07/2005		S		10,500	D	\$ 32.3 276,616 D
Class A Common Stock	11/07/2005		S		3,700	D	\$ 32.31 272,916 D
Class A Common Stock	11/07/2005		S		2,200	D	\$ 32.32 270,716 D

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Common Stock							
Class A Common Stock	11/07/2005	S	1,100	D	\$ 32.33	269,616	D
Class A Common Stock	11/07/2005	S	200	D	\$ 32.34	269,416	D
Class A Common Stock	11/07/2005	S	6,141	D	\$ 32.35	263,275	D
Class A Common Stock	11/07/2005	S	3,200	D	\$ 32.36	260,075	D
Class A Common Stock	11/07/2005	S	1,100	D	\$ 32.37	258,975	D
Class A Common Stock	11/07/2005	S	4,000	D	\$ 32.38	254,975	D
Class A Common Stock	11/07/2005	S	3,200	D	\$ 32.39	251,775	D
Class A Common Stock	11/07/2005	S	2,300	D	\$ 32.4	249,475	D
Class A Common Stock	11/07/2005	S	2,700	D	\$ 32.41	246,775	D
Class A Common Stock	11/07/2005	S	100	D	\$ 32.42	246,675	D
Class A Common Stock	11/07/2005	S	1,300	D	\$ 32.43	245,375	D

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)

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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)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 9.4104	11/07/2005		M	70,000	<u>(1)</u> 09/13/2006	Class A Common Stock	70,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRAIZER MICHAEL D C/O GENWORTH FINANCIAL, INC. 6620 WEST BROAD STREET RICHMOND, VA 23230	X		Chairman, President & CEO	

Signatures

/s/ Richard J. Oelhafen Jr.,
 Attorney-in-Fact 11/08/2005
**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).
- (1) Immediately
- (2) Not applicable

Remarks:

All of the sales reported on this Form 4 were in connection with a broker-assisted cashless exercise of a stock option (which was not reported on this Form 4).
 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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