

GENWORTH FINANCIAL INC
 Form 4
 November 06, 2006

FORM 4

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

OMB APPROVAL

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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)
11/02/2006

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock | 11/02/2006 | | M | | 183,129 | A | \$ 20.1445 |
| Class A Common Stock | 11/02/2006 | | D | | 112,454 | D | \$ 32.805 |
| Class A Common Stock | 11/02/2006 | | F | | 29,825 | D | \$ 32.805 |
| Class A Common Stock | 11/02/2006 | | M | | 121,000 | A | \$ 532,251 |

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| | | | | | | | | |
|----------------------|------------|---|---------|---|-------------------|---------|--|---|
| Common Stock | | | | | | 22.6681 | | |
| Class A Common Stock | 11/02/2006 | S | 100,000 | D | \$ 32.8633 (1) | 432,251 | | D |
| Class A Common Stock | 11/03/2006 | M | 35,520 | A | \$ 22.6681 | 467,771 | | D |
| Class A Common Stock | 11/03/2006 | M | 211,301 | A | \$ 25.3829 | 679,072 | | D |
| Class A Common Stock | 11/03/2006 | S | 215,000 | D | \$ 32.8852 (2) | 464,072 | | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|-------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Stock Appreciation Right | \$ 20.1445 | 11/02/2006 | | M | 183,129 | (3) | 09/12/2013 | Class A Common Stock | 183,129 |
| Stock Option (right to buy) | \$ 22.6681 | 11/02/2006 | | M | 121,000 | (5) | 09/26/2011 | Class A Common Stock | 121,000 |
| Stock Option (right to buy) | \$ 22.6681 | 11/03/2006 | | M | 35,520 | (5) | 09/26/2011 | Class A Common Stock | 35,520 |
| Stock Option (right to buy) | \$ 25.3829 | 11/03/2006 | | M | 211,301 | (6) | 09/10/2009 | Class A Common Stock | 211,301 |

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
 **Signature of Reporting Person
 11/06/2006
 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) Price indicated is the weighted average sales price as a result of a series of broker-assisted transactions ranging in price from \$32.84 to \$32.89 per share.
- (2) Price indicated is the weighted average sales price as a result of a series of broker-assisted transactions ranging in price from \$32.76 to \$33.06 per share.
- (3) Vested 20% annual increments on 9/12/2004, 9/12/2005 and 9/12/2006.
- (4) Not Applicable.
- (5) Vested 50% on 9/26/2004 and 50% on 9/26/2006.
- (6) Vested 50% on 5/25/2004 and 50% on 9/10/2004.

Remarks:

All of the sales reported on this Form 4 were in connection with broker-assisted cashless exercises of stock options (which were reported on Form 425).

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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