

GENWORTH FINANCIAL INC
Form 3
July 10, 2008

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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Schneider Kevin Douglas</p> <p>(Last) (First) (Middle)</p> <p>C/O GENWORTH FINANCIAL, INC., Â 6620 WEST BROAD STREET</p> <p>(Street)</p> <p>RICHMOND, Â VA Â 23230</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>07/01/2008</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>GENWORTH FINANCIAL INC [GNW]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SVP - Genworth</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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	1,269	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	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Options (right to buy)	Â <u>(1)</u>	05/25/2014	Class A Common Stock	160,000	\$ 19.5	D	Â
Stock Options (right to buy)	Â <u>(2)</u>	09/12/2013	Class A Common Stock	16,905	\$ 20.1445	D	Â
Stock Options (right to buy)	09/14/2004	03/14/2010	Class A Common Stock	4,696	\$ 27.0467	D	Â
Stock Options (right to buy)	09/22/2005	09/22/2010	Class A Common Stock	1,566	\$ 36.6169	D	Â
Stock Options (right to buy)	09/26/2005	07/26/2011	Class A Common Stock	7,826	\$ 27.9518	D	Â
Stock Options (right to buy)	Â <u>(3)</u>	09/26/2011	Class A Common Stock	7,826	\$ 22.6681	D	Â
Stock Options (right to buy)	09/13/2007	09/13/2012	Class A Common Stock	4,069	\$ 17.2822	D	Â
Stock Options (right to buy)	Â <u>(4)</u>	07/20/2015	Class A Common Stock	13,800	\$ 32.1	D	Â
Stock Options (right to buy)	Â <u>(5)</u>	08/09/2016	Class A Common Stock	15,300	\$ 34.13	D	Â
Stock Options (right to buy)	Â <u>(6)</u>	07/31/2017	Class A Common Stock	18,900	\$ 30.52	D	Â
Stock Options (right to buy)	Â <u>(7)</u>	02/13/2018	Class A Common Stock	25,200	\$ 22.8	D	Â
Restricted Stock Units	09/12/2008	09/12/2008	Class A Common Stock	1,878	\$ <u>(12)</u>	D	Â
Restricted Stock Units	Â <u>(8)</u>	Â <u>(8)</u>	Class A Common Stock	3,067	\$ <u>(12)</u>	D	Â
Restricted Stock Units	Â <u>(9)</u>	Â <u>(9)</u>	Class A	3,400	\$ <u>(12)</u>	D	Â

			Common Stock				
Restricted Stock Units	Â (10)	Â (10)	Class A Common Stock	4,200	\$ (12)	D	Â
Restricted Stock Units	Â (11)	Â (11)	Class A Common Stock	5,600	\$ (12)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schneider Kevin Douglas C/O GENWORTH FINANCIAL, INC. 6620 WEST BROAD STREET RICHMOND, VA 23230	Â	Â	Â SVP - Genworth	Â

Signatures

/s/ Christine A. Ness, 07/10/2008
Attorney-in-Fact

**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) 40,000 stock options vested on 5/25/2007 and 60,000 stock options vested on 5/25/2008. Remaining 60,000 stock options vest on 5/25/2009.
- (2) Vested 20% on each of 9/12/2004, 9/12/2005, 9/12/2006 and 9/12/2007. Remaining award vests 20% on 9/12/2008.
- (3) Vested 50% on each of 9/26/2004 and 9/26/2006.
- (4) Vested 20% on each of 7/20/2006 and 7/20/2007. Remaining award vests 20% on each of 7/20/2008, 7/20/2009 and 7/20/2010.
- (5) Vested 20% on 8/09/2007. Remaining award vests 20% on each of 8/09/2008, 8/09/2009, 8/09/2010 and 8/09/2011.
- (6) Vests in 20% annual increments beginning on 7/31/2008.
- (7) Vests in 20% annual increments beginning on 2/13/2009.
- (8) Vests and converts to Class A Common Stock: 50% on each of 7/20/2008 and 7/20/2010.
- (9) Vests and converts to Class A Common Stock: 50% on each of 8/09/2009 and 8/09/2011.
- (10) Vests and converts to Class A Common Stock: 50% on each of 7/31/2010 and 7/31/2012.
- (11) Vests and converts to Class A Common Stock: 50% on each of 2/13/2011 and 2/13/2013.
- (12) Restricted Stock Units settle in Class A Common Stock on a 1:1 basis.

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.