

McKay Scott J  
 Form 4  
 August 20, 2009

**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 \*  
 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)

\_\_\_ 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

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

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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		Title	Amount (Instr. 3 and 4)	
				Code	V	(A)	(D)			Date Exercisable
Stock Settled SARs	\$ 22.8	08/18/2009	D				(1)	02/13/2018	Class A Common Stock	42,000
Stock Settled SARs	\$ 30.52	08/18/2009	D				(2)	07/31/2017	Class A Common Stock	34,300
Stock Settled SARs	\$ 34.13	08/18/2009	D				(3)	08/09/2016	Class A Common Stock	30,100
Stock Settled SARs	\$ 32.1	08/18/2009	D				(4)	07/20/2015	Class A Common Stock	24,300
Stock Settled SARs	\$ 19.5	08/18/2009	D				(5)	05/25/2014	Class A Common Stock	240,000
Stock Settled SARs	\$ 7.8	08/19/2009	A		14,000		(6)	02/13/2018	Class A Common Stock	14,000
Stock Settled SARs	\$ 7.8	08/19/2009	A		11,433		(7)	07/31/2017	Class A Common Stock	11,433
Stock Settled SARs	\$ 7.8	08/19/2009	A		10,033		(7)	08/09/2016	Class A Common Stock	10,033
Stock Settled SARs	\$ 7.8	08/19/2009	A		8,100		(7)	07/20/2015	Class A Common Stock	8,100
Stock Settled SARs	\$ 7.8	08/19/2009	A		80,000		(7)	05/25/2014	Class A Common Stock	80,000

## 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/ Richard J. Oelhafen, Jr., by power of  
attorney

08/20/2009

\_\_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) The SARs provided for vesting in five equal installments beginning on February 13, 2009.
- (2) The SARs provided for vesting in five equal installments beginning on July 31, 2008.
- (3) The SARs provided for vesting in five equal installments beginning on August 9, 2007.
- (4) The SARs provided for vesting in five equal installments beginning on July 20, 2006.
- (5) The SARs provided for vesting in four equal installments beginning on May 25, 2006.
- (6) The SARs vest in four equal annual installments beginning on August 19, 2010.
- (7) The SARs vest in three equal annual installments beginning on August 19, 2010.

The disposition of SARs reported on this Form 4 was pursuant to the issuer's equity exchange program. For every three SARs that were

- (8) cancelled, the reporting person was granted one new SAR with a base price equal to the closing price of the issuer's Class A Common Stock on August 19, 2009.

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.