

GENWORTH FINANCIAL INC  
 Form 4  
 February 08, 2007

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

3. Date of Earliest Transaction (Month/Day/Year)  
**02/06/2007**

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

(Street)  
**RICHMOND, VA 23230**

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

(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	02/06/2007		M		475,000	A	\$ 19.5	1,037,719	D
Class A Common Stock	02/06/2007		D		256,260	D	\$ 36.145	781,459	D
Class A Common Stock	02/06/2007		F		89,629	D	\$ 36.145	691,830	D
Class A Common Stock	02/06/2007		M		313,039	A	\$	1,004,869	D



## 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 \$35.86 to \$36.11 per share.
- (2) Vested 25% on 5/25/2006; remainder vests 25% on 5/25/2007, 5/25/2008 and 5/25/2009.
- (3) Not Applicable.
- (4) Vested 50% on 9/26/2004 and 50% on 9/26/2006.

### Remarks:

The sales reported on this Form 4 were in connection with a broker-assisted cashless exercise of a stock option (which was pre

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.