

GENWORTH FINANCIAL INC  
Form 3  
February 03, 2015

**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)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Bobitz Ward E.		(Month/Day/Year)	GENWORTH FINANCIAL INC [GNW]	
(Last)	(First)	(Middle)	01/26/2015	
C/O GENWORTH FINANCIAL, INC., Â 6620 WEST BROAD STREET			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)				(Check all applicable)
RICHMOND, Â VA Â 23230			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			EVP and General Counsel	6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

**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	8,771	D	Â
Class A Common Stock	163.63	I	By 401(k)

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

SEC 1473 (7-02)

**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.**

**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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Restricted Stock Units (RSUs)	Â (1)	Â (1)	Class A Common Stock	5,662	\$ (2)	D	Â
Restricted Stock Units (RSUs)	Â (3)	Â (3)	Class A Common Stock	5,400	\$ (2)	D	Â
Restricted Stock Units (RSUs)	Â (4)	Â (4)	Class A Common Stock	733	\$ (2)	D	Â
Restricted Stock Units (RSUs)	Â (5)	Â (5)	Class A Common Stock	1,700	\$ (2)	D	Â
Stock Settled SARs	Â (6)	02/15/2023	Class A Common Stock	17,000	\$ 9.06	D	Â
Stock Settled SARs	Â (7)	02/20/2024	Class A Common Stock	21,000	\$ 15.23	D	Â
Stock Settled SARs	Â (8)	02/09/2021	Class A Common Stock	13,200	\$ 12.75	D	Â
Stock Settled SARs	Â (9)	02/14/2022	Class A Common Stock	15,300	\$ 8.88	D	Â
Stock Options (right to buy)	02/12/2012	02/12/2019	Class A Common Stock	23,500	\$ 2.46	D	Â
Stock Options (right to buy)	08/19/2012	07/20/2015	Class A Common Stock	2,400	\$ 7.8	D	Â
Stock Options (right to buy)	08/19/2012	08/09/2016	Class A Common Stock	2,100	\$ 7.8	D	Â
Stock Options (right to buy)	08/19/2012	07/31/2017	Class A Common Stock	3,200	\$ 7.8	D	Â
Stock Options (right to buy)	08/19/2013	02/13/2018	Class A Common Stock	4,200	\$ 7.8	D	Â

Stock Options (right to buy)	02/10/2014	02/10/2020	Class A Common Stock	22,000	\$ 14.18	D	Â
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bobitz Ward E. C/O GENWORTH FINANCIAL, INC. 6620 WEST BROAD STREET RICHMOND, VA 23230	Â	Â	Â EVP and General Counsel	Â

## Signatures

/s/ Christine A. Ness, by power of attorney

02/03/2015

\_\_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) Vests and converts to Class A Common Stock in equal annual installments on each of 2/15/2015, 2/15/2016 and 2/15/2017.
- (2) Restricted Stock Units settle in Class A Common Stock on a 1:1 basis.
- (3) Vests and converts to Class A Common Stock in equal annual installments on each of 2/20/2015, 2/20/2016, 2/20/2017 and 2/20/2018.
- (4) Vests and converts to Class A Common Stock on 2/9/2015.
- (5) Vests and converts to Class A Common Stock in equal annual installments on each of 2/14/2015 and 2/14/2016.  
Vested one-fourth on 2/15/2014. Remaining award vests in equal annual installments on each of 2/15/2015, 2/15/2016 and 2/15/2017.
- (6) The vested and unexercised portion of the SARs, if any, shall be automatically exercised if the closing price of the issuer's common stock equals or exceeds a specified "maximum share value" equal to \$75.  
Vests in equal annual installments on each of 2/20/2015, 2/20/2016, 2/20/2017, and 2/20/18. The vested and unexercised portion of the SARs, if any, shall be automatically exercised if the closing price of the issuer's common stock equals or exceeds a specified "maximum share value" equal to \$75.
- (8) Vested one-fourth on 2/9/2012, 2/9/2013 and 2/9/2014. Remaining award vests on 2/9/2015. The vested and unexercised portion of the SARs, if any, shall be automatically exercised if the closing price of the issuer's common stock equals or exceeds a specified "maximum share value" equal to \$75.
- (9) Vested one-fourth on 2/14/2013 and 2/14/2014. Remaining award vests in equal annual installments on 2/14/2015 and 2/14/2016. The vested and unexercised portion of the SARs, if any, shall be automatically exercised if the closing price of the issuer's common stock equals or exceeds a specified "maximum share value" equal to \$75.

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.