

CORBIN AMY RENEE
Form 4
August 20, 2009

FORM 4

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

OMB APPROVAL

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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 *
CORBIN AMY RENEE

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)
Vice President and Controller

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 Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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 | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities | | (Month/Day/Year) | | (Instr. 3 and 4) | | |
|---------------------------------------|---|-------------------------|--------------------|--|-------|---------------------|--------------------|------------------|------------------------------------|--------|
| | | | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Share | |
| | | | Code | V | (A) | (D) | | | | |
| Stock Options (right to buy) | \$ 22.8 | 08/18/2009 | D | | | 5,700 | <u>(1)</u> | 02/13/2018 | Class A Common Stock | 5,700 |
| Stock Options (right to buy) | \$ 30.52 | 08/18/2009 | D | | | 2,850 | <u>(2)</u> | 07/31/2017 | Class A Common Stock | 2,850 |
| Stock Options (right to buy) | \$ 34.13 | 08/18/2009 | D | | | 2,700 | <u>(3)</u> | 08/09/2016 | Class A Common Stock | 2,700 |
| Stock Options (right to buy) | \$ 32.1 | 08/18/2009 | D | | | 1,200 | <u>(4)</u> | 07/20/2015 | Class A Common Stock | 1,200 |
| Stock Options (right to buy) | \$ 19.5 | 08/18/2009 | D | | | 22,500 | <u>(5)</u> | 05/25/2014 | Class A Common Stock | 22,500 |
| Stock Options (right to buy) | \$ 7.8 | 08/19/2009 | A | | 1,900 | | <u>(6)</u> | 02/13/2018 | Class A Common Stock | 1,900 |
| Stock Options (right to buy) | \$ 7.8 | 08/19/2009 | A | | 950 | | <u>(7)</u> | 07/31/2017 | Class A Common Stock | 950 |
| Stock Options (right to buy) | \$ 7.8 | 08/19/2009 | A | | 900 | | <u>(7)</u> | 08/09/2016 | Class A Common Stock | 900 |
| Stock Options (right to buy) | \$ 7.8 | 08/19/2009 | A | | 400 | | <u>(7)</u> | 07/20/2015 | Class A Common Stock | 400 |
| Stock Options (right to | \$ 7.8 | 08/19/2009 | A | | 7,500 | | <u>(7)</u> | 05/25/2014 | Class A Common Stock | 7,500 |

buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CORBIN AMY RENEE C/O GENWORTH FINANCIAL, INC. 6620 WEST BROAD STREET RICHMOND, VA 23230 | | | Vice President and Controller | |

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

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

- (8) Options that were cancelled, the reporting person was granted one new Stock Option 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.

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