

McInerney Thomas J
Form 4
January 04, 2013

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
McInerney Thomas 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)
6620 WEST BROAD STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/02/2013

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President and CEO; Director

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

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

**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
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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 Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount Underlying Security (Instr. 3 and 4) |
|---------------------------------------|------------------------------|---|---|------------------------|--|--|--|
|---------------------------------------|------------------------------|---|---|------------------------|--|--|--|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | | | | | |
|------------------------------|------------------------------------|------------------|------------|--|-----------|-----|---------------------------|--------------------|----------------------------|--------|-------|--|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount | Share | |
| Stock Settled SARs | \$ 7.9 | 01/02/2013 | A | | 1,200,000 | | 01/02/2016 ⁽¹⁾ | 01/02/2023 | Class A Common Stock | 1 | | |
| Restricted Stock Units | ⁽²⁾ | 01/02/2013 | A | | 100,000 | | ⁽³⁾ | ⁽³⁾ | Class A Common Stock | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | |
|--|---------------|-----------|-----------------------------|
| | Director | 10% Owner | Officer |
| McInerney Thomas J 6620 WEST BROAD STREET RICHMOND, VA 23230 | X | | President and CEO; Director |

Signatures

/s/ Michael J. McCullough, by power of attorney

****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 vest on 01/02/2016, subject to earlier vesting on or after the first anniversary of the grant date, in one-third increments based on the closing price of the Company's Class A Common Stock exceeding certain specified amounts (\$12.00, \$16.00 and \$20.00, respectively) for 45 consecutive trading days. The vested and unexercised portion of the SARs, if any, shall be automatically exercised if the closing price of the Class A Common Stock equals or exceeds a specified "maximum share value" equal to \$75.
- (2) Restricted Stock Units settle in Class A Common Stock on a 1:1 basis.
- (3) Restricted Stock Units vest and convert to Class A Common Stock in equal annual installments on each of 01/02/2014, 01/02/2015 and 01/02/2016.

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.