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TOAN BARRET	ΤА									
Form 4										
February 17, 2009)									
FORM 4			GEOU			GUANGE			PPROVAL	
Washington, D.C. 20549							N OMB Number:	3235-0287		
Check this box if no longer subject to Section 16. Form 4 or						Expires:	January 31, 2005			
						ICIAL O	WNERSHIP OF	Estimated burden hou response	average urs per	
Form 5 obligations may continue. <i>See</i> Instruction 1(b).	-	a) of the I	Public U	Jtility Hol	ding Cor		nge Act of 1934, of 1935 or Secti 940			
(Print or Type Respor	nses)									
1. Name and Address of Reporting Person <u>*</u> TOAN BARRETT A			2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
			GENWORTH FINANCIAL INC [GNW]				(Check all applicable)			
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year)				_X_ Director 10% Owner Officer (give title Other (specify			
C/O GENWORT INC., 6620 WES			02/12/2	-			below)	below)		
			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
RICHMOND, V	A 23230							More than One R		
(City) (S	State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
		n Date 2A. Deemed Year) Execution Date, if any (Month/Day/Year)		3.4. SecuritiesfTransactionAcquired (A) or CodeCodeDisposed of (D)·)(Instr. 8)(Instr. 3, 4 and 5)		(A) or of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	(A)or(D) Price	Reported Transaction(s) (Instr. 3 and 4)			
Remindor Depart	a concrete line	for each cl	os of co-	uritics har	ficially	nad diractly	or indirectly			
Reminder: Report on	a separate fine	for each ch		unties bene.	Perso inform requir	ns who res nation cont red to resp ays a curre	spond to the colle ained in this forn ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	
	Tab					posed of, or convertible	Beneficially Owner securities)	d		

1. Title of
Derivative2.3. Transaction Date
(Month/Day/Year)3A. Deemed4.5. Number of Derivative
TransactionSecurities Acquired (A) or6. Date Exercisable and
Expiration Date7. Title and
Underlying

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(Instr. 3) I	or Exercise Price of		any (Month/Day/Year)	Code (Instr. 8)	Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 ar
	Derivative Security			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Deferred Stock Units	(1)	02/12/2009		D		29,979.7414	<u>(1)</u>	(1)	Class A Commo Stock
Deferred Stock Units	<u>(1)</u>	02/12/2009		А	29,979.7414		<u>(1)</u>	<u>(1)</u>	Class A Commo Stock

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
TOAN BARRETT A C/O GENWORTH FINANCIAL, INC. 6620 WEST BROAD STREET RICHMOND, VA 23230	Х					
Signatures						
/s/ Richard J. Oelhafen, Jr., by power of attorney		02/17/2009				
**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).

The two reported transactions involved an amendment of outstanding Deferred Stock Units ("DSUs"), resulting in the deemed cancellation of the "old" DSUs and the grant of replacement DSUs. The "old" DSUs were payable in cash (based on the cash value of a

(1) share of Class A Common Stock) and were amended to be payable in shares of Class A Common Stock on a one-for-one basis. Payment will begin one year after termination of service as a director, and the Reporting Person has previously elected to receive such payment in one payment or in installments spread out for up to 10 years.

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.