Edgar Filing: Schneider Kevin Douglas - Form 4

Schneider Kevin Form 4	Douglas									
June 04, 2012										
FORM 4				~					PPROVAL	
	UNITED	STATES		RITIES A shington			E COMMISSION	N OMB Number:	3235-0287	
Check this box if no longer						Expires:	January 31, 2005			
subject to Section 16. Form 4 or	CHAI	NGES IN SECUI	BENEF RITIES	Estimated burden hou response	average Irs per					
Form 5 obligations may continue. <i>See</i> Instruction 1(b).	Section 17(a) of the I	Public U	Jtility Hol	ding Co		nge Act of 1934, of 1935 or Section 1940			
(Print or Type Respondence)	nses)									
1. Name and Address of Reporting Person <u>*</u> Schneider Kevin Douglas			2. Issuer Name and Ticker or Trading Symbol GENWORTH FINANCIAL INC [GNW]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
C/O GENWORT INC., 6620 WES		(Month/Day/Year) 06/01/2012				below) below) EVP - Genworth				
				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						Form filed by Person	More than One R	eporting	
(City) ((State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
	ansaction Date hth/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8)	Disposed	(A) or of (D)	Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	(D) Price	(instr. 5 und 1)			
Reminder: Report on	a separate line	for each cla	ass of sec	urities bene	ficially ow	ned directly	or indirectly.			
	Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.									
	Tabl					posed of, or convertible	Beneficially Owner securities)	1		

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A Disposed o (Instr. 3, 4, 5)	f (D)	(Month/Day/Year)		(Instr. 3 and	4)
				Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Settled SARs	\$ 5.13	06/01/2012		А	100,000		<u>(1)</u>	06/01/2022	Class A Common Stock	100,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Schneider Kevin Douglas C/O GENWORTH FINANCIAL, INC. 6620 WEST BROAD STREET RICHMOND, VA 23230			EVP - Genworth				
Signatures							
/s/ Richard J. Oelhafen, Jr., by power of attorney	06/04/2012						
**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 SARs vest in three equal annual installments beginning on June 1, 2013. 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.