Laming Michael S Form 4 August 02, 2012

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

OMB APPROVAL

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations

burden hours per response... 0.5

may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Laming Michael S

2. Issuer Name and Ticker or Trading

Symbol

GENWORTH FINANCIAL INC

5. Relationship of Reporting Person(s) to

Issuer

below)

[GNW]

3. Date of Earliest Transaction

(Check all applicable)

C/O GENWORTH FINANCIAL,

(First)

(Month/Day/Year)

(Middle)

07/31/2012

Director 10% Owner _X__ Officer (give title Other (specify

SVP - Human Resources

INC., 6620 WEST BROAD STREET (Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

RICHMOND, VA 23230

(City)	(State) (2	Zip) Table	e I - Non-D	erivative :	Secur	ities Acc	quired, Disposed	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	Fransaction(A) or Disposed of Code (D)		Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Class A			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	07/31/2012		M	1,900	A	<u>(1)</u>	18,598	D	
Class A Common Stock	07/31/2012		F	612	D	\$ 5.06	17,986	D	
Class A Common Stock							500	I	Trust for Child
Class A							500	I	Trust for

Edgar Filing: Laming Michael S - Form 4

		Lug	jai i iiiig. Laiiiii	ig iviiciia	ero - romi	7				
Common Stock								Child		
Class A Common Stock					1	6,473	I	By Family Trust		
Reminder: Report on a separate line for each class of securities beneficially owned 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.										
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. Transacti Code	5. Number owf Derivative Securities			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Pr Deriv	

Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,	(Month/Day/Year)		(Instr. 3 and 4)		(
			Code V	and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Restricted Class A Stock <u>(1)</u> 07/31/2012 M 1,900 (2) Common 1,900 Units Stock

Reporting Owners

Reporting Owner Name / Address	orting Owner Name / Address				
	Director	10% Owner	Officer	Other	

Laming Michael S C/O GENWORTH FINANCIAL, INC. 6620 WEST BROAD STREET RICHMOND, VA 23230

SVP - Human Resources

Secu (Inst

Signatures

/s/ Leon E. Roday, by power of 08/02/2012 attorney

> **Signature of Reporting Person Date

2 Reporting Owners

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) Restricted Stock Units settle in Class A Common Stock on a 1:1 basis.
- (2) Restricted Stock Units reported on this Form 4 vested and converted to Class A Common Stock on 7/31/2012.

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.