Form

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width="8%" valign="top" rowspan="2" style="border: solid black; border-top-width: 1; border-left-width: 0; border-right-width: 1; border-bottom-width: 1">11. Nature of Indirect Beneficial Ownership

(Instr. 4)CodeV(A)(D)Date ExercisableExpiration DateTitleAmount or Number of Shares Restricted Stock Units (1)02/14/2015 M

1,667 (4) (4) Class A Common Stock 1,667 \$ 0 1,666 D Restricted Stock Units (1)02/15/2015 M 2,888 (5) (5) Class A Common Stock 2,888 \$ 0 5,774 D

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Groh Kelly L C/O GENWORTH FINANCIAL, INC. 6620 WEST BROAD STREET RICHMOND, VA 23230

Vice President & Controller

## **Signatures**

/s/ Christine A. Ness, by power of attorney

02/18/2015

\*\*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) Restricted Stock Units settle in Class A Common Stock on a 1:1 basis.
- (2) The Company withheld shares of common stock to satisfy the tax withholding obligation for the Reporting Person's Restricted Stock Units that vested on February 14, 2015.
- (3) The Company withheld shares of common stock to satisfy the tax withholding obligation for the Reporting Person's Restricted Stock Units that vested on February 15, 2015.
- (4) Restricted Stock Units vested and converted to Class A Common Stock on 02/14/2015.
- (5) Restricted Stock Units vested and converted to Class A Common Stock on 02/15/2015.

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.

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