GENWORTH FINANCIAL INC

Form 4

Stock Class A Common

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Stock

Class A

11/07/2005

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November 0	8, 2005										
FORM 4 UNITED STATES SECURITIES AND EVOLUNICE COMMISSION								OMB A	OMB APPROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									OMB Number:	3235-0287	
Check the if no long subject to Section 1 Form 4 co	ger STATEM 16. or Filed pur	NGES IN SECUE	BENEF: RITIES ne Securit	ICIA ies E	xchange	Act of 1934,	Expires: Estimated a burden hou response	~			
obligations may continue. See Instruction 16b. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940											
(Print or Type l	Responses)										
1. Name and Address of Reporting Person 2. Issuer FRAIZER MICHAEL D Symbol								5. Relationship of Reporting Person(s) to Issuer			
GENW [GNW]				ORTH FINANCIAL INC]				(Check all applicable)			
				of Earliest Transaction Day/Year) 2005				X Director 10% OwnerX Officer (give title Other (specify below) below) Chairman, President & CEO			
(Street) 4. If Ame				mendment, Date Original				6. Individual or Joint/Group Filing(Check			
Filed(Mon RICHMOND, VA 23230				_X_F F					X_Form filed by One Reporting Person _ Form filed by More than One Reporting		
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Secur	ities Acqu	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transaction Code (Instr. 8)	4. Securit or Dispos (Instr. 3, 4	ed of (D)	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)	
Class A Common Stock	11/07/2005			M	70,000	A	\$ 9.4104	287,116	D		

S

S

S

10,500 D

D

D

3,700

2,200

\$ 32.3 276,616

\$ 32.31 272,916

\$ 32.32 270,716

D

D

D

4

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Common Stock						
Class A Common Stock	11/07/2005	S	1,100	D	\$ 32.33 269,616	D
Class A Common Stock	11/07/2005	S	200	D	\$ 32.34 269,416	D
Class A Common Stock	11/07/2005	S	6,141	D	\$ 32.35 263,275	D
Class A Common Stock	11/07/2005	S	3,200	D	\$ 32.36 260,075	D
Class A Common Stock	11/07/2005	S	1,100	D	\$ 32.37 258,975	D
Class A Common Stock	11/07/2005	S	4,000	D	\$ 32.38 254,975	D
Class A Common Stock	11/07/2005	S	3,200	D	\$ 32.39 251,775	D
Class A Common Stock	11/07/2005	S	2,300	D	\$ 32.4 249,475	D
Class A Common Stock	11/07/2005	S	2,700	D	\$ 32.41 246,775	D
Class A Common Stock	11/07/2005	S	100	D	\$ 32.42 246,675	D
Class A Common Stock	11/07/2005	S	1,300	D	\$ 32.43 245,375	D

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 number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 9.4104	11/07/2005		M	70,000	<u>(1)</u>	09/13/2006	Class A Common Stock	70,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting 6 with 1 mile / 12 miles	Director	10% Owner	Officer	Other			
FRAIZER MICHAEL D C/O GENWORTH FINANCIAL, INC. 6620 WEST BROAD STREET RICHMOND, VA 23230	X		Chairman, President & CEO				

Signatures

/s/ Richard J. Oelhafen Jr.,
Attorney-in-Fact 11/08/2005

**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) Immediately
- (2) Not applicable

Remarks:

All of the sales reported on this Form 4 were in connection with a broker-assisted cashless exercise of a stock option (which w Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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