GENWORTH FINANCIAL INC

Form 4 April 02, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or

Check this box

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

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

WHEELER THOMAS B

2. Issuer Name and Ticker or Trading

Symbol

GENWORTH FINANCIAL INC

[GNW]

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

03/31/2008

C/O GENWORTH FINANCIAL. INC., 6620 WEST BROAD STREET

(Street) 4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

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

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

below)

X_ Director

Officer (give title

RICHMOND, VA 23230

(Instr. 3)

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed Security

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

(Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

6. Ownership Form: Direct (D) or Indirect Beneficial (I) (Instr. 4)

Indirect Ownership (Instr. 4)

7. Nature of

10% Owner

Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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)

3. Transaction Date 3A. Deemed 1. Title of (Month/Day/Year) Execution Date, if TransactionDerivative Derivative Conversion

5. Number of

6. Date Exercisable and **Expiration Date**

7. Title and Amount of **Underlying Securities**

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Security (Instr. 3)	or Exercise Price of Derivative		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D)		(Month/Day/Year)		(Instr. 3 and 4)	
	Security				(Instr. 3, 4, and 5)					
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Deferred Stock Units	(1)	03/31/2008		A	1,076.1849		<u>(1)</u>	<u>(1)</u>	Class A Common Stock	1,076.18

Reporting Owners

Reporting Owner Name / Address	Relationships						
. 9	Director	10% Owner	Officer	Other			
WHEELER THOMAS B							
C/O GENWORTH FINANCIAL, INC.	X						
6620 WEST BROAD STREET	Λ						

Signatures

RICHMOND, VA 23230

/s/ Richard J. Oelhafen, Jr.,
Attorney-in-Fact
04/02/2008

**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).
- Deferred Stock Units become payable in cash (based on the cash value of a share of Class A Common Stock) beginning one year after (1) termination of service as a director. The Reporting Person has previously elected to receive such amount as a lump sum or in payments spread out for up to 10 years.
- (2) The number of Deferred Stock Units acquired represents a portion of the Reporting Person's retainer fee and was based on a price of \$22.3010 per share of Class A Common Stock.
- (3) Includes 49.8225 Deferred Stock Units acquired pursuant to a dividend reinvestment feature of previously awarded Deferred Stock Units. 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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