## Edgar Filing: Laming Michael S - Form 4

| Laming Mi   | chael S                         |                  |   |                   |  |                       |   |                                 |                        |  |  |
|---|---------------------------------|------------------|---|-------------------|--|-----------------------|---|---------------------------------|------------------------|--|--|
| Form 4  |                                 |                  |   |                   |  |                       |   |                                 |                        |  |  |
| February 17                                       | 7, 2009                         |                  |   |                   |  |                       |   |                                 |                        |  |  |
| FORM  | <b>/ / /</b>                    |                  | ~~~~  |                   |  |                       |   |                                 | PPROVAL                |  |  |
| Washington, D.C. 20549                            |                                 |                  |   |                   |  |                       | E COMMISSIO                               | N OMB<br>Number:                | 3235-0287              |  |  |
| Check this box<br>if no longer                    |                                 |                  |   |                   |  |                       |   | Expires:                        | January 31,<br>2005    |  |  |
| subject to STATEMENT OF CHANGES IN BENEFICIAL OWN |                                 |                  |   |                   |  |                       | WNERSHIP OF                               | NERSHIP OF Estimated ave        |                        |  |  |
| Section 16. SECURITIES                            |                                 |                  |   |                   |  |                       | burden hours per                          |                                 |                        |  |  |
| Form 4<br>Form 5                                  |                                 |                  | · · · · · · · · · · · · · · · · · · ·                 | 1((-) - f         | 1. C   | dia a Essala a        | response                                  |                                 |                        |  |  |
| obligati  | ong *                           |                  |   |                   |  |                       | inge Act of 1934,<br>t of 1935 or Secti   |                                 |                        |  |  |
| may con   | itinue.                         |                  |   | •                 | •  | ny Act of 1           |   | 011                             |                        |  |  |
| <i>See</i> Inst 1(b).                             | ruction                         | 50(11)           | or the r  | nvestner          | n compu  |                       | 1740                                      |                                 |                        |  |  |
|   | <b>D</b>                        |                  |   |                   |  |                       |   |                                 |                        |  |  |
| (Print or Type                                    | Responses)                      |                  |   |                   |  |                       |   |                                 |                        |  |  |
|   | Address of Reporting            | Person *         | 2. Issuer Name <b>and</b> Ticker or Trading<br>Symbol |                   |  |                       | 5. Relationship of Reporting Person(s) to |                                 |                        |  |  |
| Laming Mi   | ichael S                        |                  |   |                   |  |                       | Issuer                                    |                                 |                        |  |  |
|   |                                 |                  |   |                   | FINANCI  | AL INC                | (Check all applicable)                    |                                 |                        |  |  |
|   |                                 | [GNW             | ]   |                   |  | (check an applicable) |   |                                 |                        |  |  |
| (Last)  | 3. Date of Earliest Transaction |                  |   |                   | Director 10% Owner<br>X Officer (give title Other (specify |                       |   |                                 |                        |  |  |
| CIO CENT  |                                 | тат              |   | Day/Year)         |  |                       | below)                                    | below)                          | ler (specify           |  |  |
|   | WORTH FINANC<br>WEST BROAD      |                  | 02/12/2   | 2009              |  |                       | SVP -                                     | - Human Resour                  | ces                    |  |  |
|   | (Street)                        |                  | 4. If Am  | endment, I        | Date Origina   | al                    | 6. Individual or                          | Joint/Group Fili                | ng(Check               |  |  |
|   |                                 |                  | Filed(M   | onth/Day/Ye       | ar)  |                       | Applicable Line)                          |                                 |                        |  |  |
| DICUMON   | ND, VA 23230                    |                  |   |                   |  |                       | _X_ Form filed by<br>Form filed by        | More than One R                 |                        |  |  |
| KICHWO  | ND, $VA 25250$                  |                  |   |                   |  |                       | Person                                    |                                 |                        |  |  |
| (City)  | (State)                         | (Zip)            | Tal   | ole I - Non       | -Derivative  | Securities A          | Acquired, Disposed                        | of, or Beneficia                | lly Owned              |  |  |
| 1.Title of  | 2. Transaction Date             |                  |   | 3.                | 4. Securi  |                       | 5. Amount of                              | 6. Ownership                    | 7. Nature of           |  |  |
| Security<br>(Instr. 3)                            | (Month/Day/Year)                | Execution<br>any | Date, 1f  | Transacti<br>Code | onAcquired (A) or<br>Disposed of (D)                       |                       | Securities<br>Beneficially                | Form: Direct<br>(D) or Indirect | Indirect<br>Beneficial |  |  |
| (1130.5)  |                                 | -                | ay/Year)  |                   | (Instr. 3,   | < / /                 | Owned                                     | (I)                             | Ownership              |  |  |
|   |                                 |                  |   |                   |  |                       | Following                                 | (Instr. 4)                      | (Instr. 4)             |  |  |
|   |                                 |                  |   |                   |  | (A)                   | Reported<br>Transaction(s)                |                                 |                        |  |  |
|   |                                 |                  |   |                   |  | or                    | (Instr. 3 and 4)                          |                                 |                        |  |  |
|   |                                 |                  |   | Code V            | Amount   | (D) Price             |   |                                 |                        |  |  |
| Reminder: Re                                      | port on a separate line         | e for each cl    | ass of sec  | urities ben       | -  | -                     | -   |                                 |                        |  |  |
|   |                                 |                  |   |                   |  |                       | spond to the colle<br>tained in this form |                                 | SEC 1474<br>(9-02)     |  |  |
|   |                                 |                  |   |                   |  |                       | ond unless the fo                         |                                 | ()-02)                 |  |  |
|   |                                 |                  |   |                   | displa   | ays a curre           | ently valid OMB co                        |                                 |                        |  |  |
|   |                                 |                  |   |                   | numb   | er.                   |   |                                 |                        |  |  |
|   | Tab                             | le II - Dori     | vativo So   | curities As       | auirod Di  | mosed of a            | r Beneficially Owned                      | 4                               |                        |  |  |
|   | 1 40                            |                  |   |                   |  | convertible           |   |                                 |                        |  |  |
|   |                                 |                  |   |                   | - /  |                       |   |                                 |                        |  |  |

| 1. Title of | 2.         | 3. Transaction Date | 3A. Deemed         | 4.        | 5. Number of | 6. Date Exercisable and | 7. Title and Amount of | 8 |
|-------------|------------|---------------------|--------------------|-----------|--------------|-------------------------|------------------------|---|
| Derivative  | Conversion | (Month/Day/Year)    | Execution Date, if | Transacti | orDerivative | Expiration Date         | Underlying Securities  | D |

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## Edgar Filing: Laming Michael S - Form 4

| Security<br>(Instr. 3)         | or Exercise<br>Price of<br>Derivative<br>Security |             | any<br>(Month/Day/Yea | Code<br>(Instr. 8 | Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | (Month/Day/Year)    |                    | (Instr. 3 and 4) |                                     |
|--------------------------------|---|-------------|-----------------------|-------------------|--|---------------------|--------------------|------------------|-------------------------------------|
|                                |   |             |                       | Code              | V (A) (D)  | Date<br>Exercisable | Expiration<br>Date | Title            | Amount<br>or<br>Number<br>of Shares |
| Stock                          |   |             |                       |                   |  |                     |                    | Class A          |                                     |
| Settled<br>SARs                | \$ 2.46   | 02/12/2009  |                       | А                 | 49,500   | <u>(1)</u>          | 02/12/2019         | Common<br>Stock  | 49,500                              |
| Reporting Owners               |   |             |                       |                   |  |                     |                    |                  |                                     |
| Barrarting Orman Nama (Addass  |   |             |                       |                   | Relationships  |                     |                    |                  |                                     |
| Reporting Owner Name / Address |   | Director 10 | % Owner               | Officer           |  | Other               |                    |                  |                                     |

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

## Signatures

/s/ Richard J. Oelhafen, Jr., by power of

attorney

\*\*Signature of Reporting Person

Date

02/17/2009

SVP - Human Resources

## **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) Vests annually in one-third increments beginning on 2/12/2010.

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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