Edgar Filing: GENWORTH FINANCIAL INC - Form 4

| Form 4 | ΓΗ FINANCIAL I | NC | | | | | | | | | |
|---|--|--|--|--|--------------------------|--|--|--|---|--|--|
| • | April 02, 2009 FORM 4 LINITED STATES SECURITIES AND EXCHANCE COMMISSION | | | | | | | | OMB APPROVAL | | |
| | UNITED | UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | 3235-0287 | | |
| Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Statement OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 | | | | | | | Estimated burden hou response | Estimated average burden hours per response 0.5 | | | |
| (Print or Type | Responses) | | | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> WHEELER THOMAS B | | | 2. Issuer Name and Ticker or Trading Symbol GENWORTH FINANCIAL INC [GNW] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
| (Last) (First) (Middle) C/O GENWORTH FINANCIAL, INC., 6620 WEST BROAD STREET | | | 3. Date of Earliest Transaction (Month/Day/Year) 03/31/2009 | | | X_ Director 10% Owner Officer (give title Other (specify below) below) | | | | | |
| (Street) RICHMOND, VA 23230 | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | | | |
| (City) | (State) | (Zip) | | | | ~ | Person | | | | |
| (eny) | , , | | | ole I - Non-J | Derivative | Securities A | cquired, Disposed | of, or Beneficia | lly Owned | | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | | Date, if | 3. Transactic Code (Instr. 8) Code V | Disposed (Instr. 3, 4 | (A) or 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) | | |
| Reminder: Re | port on a separate line | for each cla | ass of sec | urities bene | ficially ow | ned directly | or indirectly. | | | | |
| • | | | | | | | SEC 1474 (9-02) | | | | |
| | Tab | | | | | posed of, or convertible : | Beneficially Owner securities) | d | | | |

1. Title of
Derivative2.3. Transaction Date3A. Deemed4.5. Number of
TransactionDerivative Securities6. Date Exercisable and
Expiration Date7. Title and Amount of
Underlying Securities

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Ye | | Code (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | (Month/Day/Year) | | (Instr. 3 and 4) | |
|----------------------------|---|----------------------|--|--------------------|--|-----|---------------------|--------------------|----------------------------|----------------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Deferred Stock Units | <u>(1)</u> | 03/31/2009 | | А | 15,156.2993 | | <u>(1)</u> | (1) | Class A Common Stock | 15,156 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|---------|-------|--|--|--|
| 1 | Director | 10% Owner | Officer | Other | | | |
| WHEELER THOMAS B C/O GENWORTH FINANCIAL, INC. 6620 WEST BROAD STREET RICHMOND, VA 23230 | Х | | | | | | |
| Signatures | | | | | | | |
| /s/ Richard J. Oelhafen, Jr., by power of attorney | 04/02/2009 | | | | | | |
| **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) Deferred Stock Units become payable in shares of Class A Common Stock beginning one year after termination of service as a director. The Reporting Person has previously elected to receive such amount in a single payment 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 \$1.5835 per share of Class A Common Stock.

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.