Edgar Filing: GENWORTH FINANCIAL INC - Form 4

GENWORTH FINANCI Form 4 April 01 2015	AL INC									
April 01, 2015 FORM 4 UNIT Check this box if no longer subject to Section 16. Form 4 or Form 5 File	TEMENT O d pursuant to S n 17(a) of the 3	Wa F CHAN Section 1 Public U	shington NGES IN SECUI (6(a) of the second s	h, D.C. 201 BENEFI RITIES he Securit	549 CIAL O' ies Excha ipany Act	COMMISSIO WNERSHIP OI nge Act of 1934, of 1935 or Secti 940	N OMB Number: Expires: Estimated burden hou response.	urs per		
MEAD CHRISTINE B Symbol			WORTH FINANCIAL INC			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle) 3. Date of Earli (Month/Day/Ye C/O GENWORTH FINANCIAL, 03/31/2015 INC., 6620 WEST BROAD STREET			Day/Year)	Transaction		X_ Director 10% Owner Officer (give title Other (specify below) below)				
(Street) RICHMOND, VA 2323	0		endment, D nth/Day/Yea	Date Original ar)		6. Individual or Applicable Line) _X_ Form filed by Form filed by Person		erson		
(City) (State)	(Zip)	Tab	le I - Non-	Derivative	Securities A	cquired, Disposed	of, or Beneficia	ally Owned		
	Date 2A. Deem 'ear) Execution any (Month/D	Date, if	Code (Instr. 8)		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: Report on a separa				ficially own Person inform require displa numbe	ed directly on the second seco	or indirectly. spond to the collect tained in this form ond unless the fo ntly valid OMB co Beneficially Owne	n are not orm ontrol	SEC 1474 (9-02)		

(e.g., puts, calls, warrants, options, convertible securities)

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

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Disposed of (I	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		nth/Day/Year) (Instr. 3 and 4)		4)
				Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock Units	<u>(1)</u>	03/31/2015		А	4,657.756		<u>(1)</u>	<u>(1)</u>	Class A Common Stock	4,657.756

Reporting Owners

Reporting Owner Name / Address	Relationships						
F	Director	10% Owner	Officer	Other			
MEAD CHRISTINE B C/O GENWORTH FINANCIAL, INC. 6620 WEST BROAD STREET RICHMOND, VA 23230	Х						
Signatures							
/s/Christine A. Ness, by power of attorney	04/01/2015						
<u>**</u> 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 annual retainer fee and was based on a price of \$7.4070 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.