

GENWORTH FINANCIAL INC
 Form 4
 November 05, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
KELLEHER PATRICK BRIAN

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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/01/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP - Genworth

RICHMOND, VA 23230

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)	
				(A) or (D)	Price			
				Code	V	Amount		
Class A Common Stock	11/01/2013		M	166,666	A	\$ 7.8	252,242	D
Class A Common Stock	11/01/2013		D	89,470	D	\$ 14.53	162,772	D
Class A Common Stock	11/01/2013		F	36,824	D	\$ 14.53	125,948	D
Class A Common Stock	11/01/2013		M	33,334	A	\$ 5.13	159,282	D

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Common
Stock

Class A Common Stock	11/01/2013		D	11,769	D	\$ 14.53	147,513	D
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Class A Common Stock	11/01/2013		F	10,287	D	\$ 14.53	137,226	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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

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. Transaction Code (Instr. 8)	5. Number of Derivative 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 Number of Shares
Stock Settled SARs	\$ 7.8	11/01/2013		M	166,666	08/19/2013 08/19/2019	Class A Common Stock 166,666
Stock Settled SARs	\$ 5.13	11/01/2013		M	33,334	06/01/2013 06/01/2022	Class A Common Stock 33,334

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KELLEHER PATRICK BRIAN C/O GENWORTH FINANCIAL, INC. 6620 WEST BROAD STREET RICHMOND, VA 23230			EVP - Genworth	

Signatures

/s/ Christine A. Ness, by power of
attorney

11/05/2013

__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).

Remarks:

The net shares received by the reporting person for the exercise of stock settled stock appreciation rights are subject to the issuer's repurchase rights.

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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