

GENWORTH FINANCIAL INC
 Form 4
 May 19, 2006

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 *
FRAIZER MICHAEL D

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)

3. Date of Earliest Transaction (Month/Day/Year)
05/19/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President & CEO

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

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

RICHMOND, VA 23230

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	05/19/2006		M		117,390	A	\$ 14.109
					362,765		D
Class A Common Stock	05/19/2006		M		187,823	A	\$ 16.8775
					550,588		D
Class A Common Stock	05/19/2006		S		10,061	D	\$ 32.35
					540,527		D
Class A Common Stock	05/19/2006		S		1,100	D	\$ 32.36
					539,427		D

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Common Stock							
Class A Common Stock	05/19/2006	S	6,500	D	\$ 32.38	532,927	D
Class A Common Stock	05/19/2006	S	7,000	D	\$ 32.42	525,927	D
Class A Common Stock	05/19/2006	S	1,000	D	\$ 32.44	524,927	D
Class A Common Stock	05/19/2006	S	3,000	D	\$ 32.45	521,927	D
Class A Common Stock	05/19/2006	S	5,400	D	\$ 32.47	516,527	D
Class A Common Stock	05/19/2006	S	2,000	D	\$ 32.48	514,527	D
Class A Common Stock	05/19/2006	S	22,200	D	\$ 32.49	492,327	D
Class A Common Stock	05/19/2006	S	139,100	D	\$ 32.5	353,227	D
Class A Common Stock	05/19/2006	S	7,000	D	\$ 32.51	346,227	D
Class A Common Stock	05/19/2006	S	3,000	D	\$ 32.52	343,227	D
Class A Common Stock	05/19/2006	S	6,000	D	\$ 32.58	337,227	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

