

Edgar Filing: GENWORTH FINANCIAL INC - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities 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 of Number of Shares		
Deferred Stock Units	<u>(1)</u>	12/29/2006	A	1,184.9043		<u>(1)</u>	<u>(1)</u>	Class A Common Stock	1,184.9043		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Naqvi Saiyid T. C/O GENWORTH FINANCIAL, INC. 6620 WEST BROAD STREET RICHMOND, VA 23230	X			

Signatures

Richard J. Oelhafen, Jr., Attorney-in-Fact	01/03/2007
**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 cash (based on the cash value of a share of Class A Common Stock) beginning one year after termination of service as a director. The Reporting Person may elect to receive such amount as a lump sum or in payments spread out for up to 10 years.
 - (2) The number of Deferred Stock Units acquired represents the Reporting Person's retainer fee and was based on a price of \$33.7580 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.