

Pehota Joseph
 Form 4
 August 20, 2009

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 *
 Pehota Joseph

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)
 08/18/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP - Corporate Development

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

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SEC 1474
 (9-02)

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

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

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| 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 or Number of Shares |
| Stock Settled SARs | \$ 22.8 | 08/18/2009 | D | 45,500 | | <u>(1)</u> | 02/13/2018 | Class A Common Stock | 45,500 |
| Stock Settled SARs | \$ 30.52 | 08/18/2009 | D | 31,150 | | <u>(2)</u> | 07/31/2017 | Class A Common Stock | 31,150 |
| Stock Settled SARs | \$ 34.13 | 08/18/2009 | D | 24,500 | | <u>(3)</u> | 08/09/2016 | Class A Common Stock | 24,500 |
| Stock Settled SARs | \$ 32.1 | 08/18/2009 | D | 21,000 | | <u>(4)</u> | 07/20/2015 | Class A Common Stock | 21,000 |
| Stock Settled SARs | \$ 19.5 | 08/18/2009 | D | 50,000 | | <u>(5)</u> | 05/25/2014 | Class A Common Stock | 50,000 |
| Stock Settled SARs | \$ 7.8 | 08/19/2009 | A | 15,166 | | <u>(6)</u> | 02/13/2018 | Class A Common Stock | 15,166 |
| Stock Settled SARs | \$ 7.8 | 08/19/2009 | A | 10,383 | | <u>(7)</u> | 07/31/2017 | Class A Common Stock | 10,383 |
| Stock Settled SARs | \$ 7.8 | 08/19/2009 | A | 8,166 | | <u>(7)</u> | 08/09/2016 | Class A Common Stock | 8,166 |
| Stock Settled SARs | \$ 7.8 | 08/19/2009 | A | 7,000 | | <u>(7)</u> | 07/20/2015 | Class A Common Stock | 7,000 |
| Stock Settled SARs | \$ 7.8 | 08/19/2009 | A | 16,666 | | <u>(7)</u> | 05/25/2014 | Class A Common Stock | 16,666 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Pehota Joseph C/O GENWORTH FINANCIAL, INC. | | | SVP - Corporate Development | |

6620 WEST BROAD STREET
RICHMOND, VA 23230

Signatures

/s/ Richard J. Oelhafen, Jr., by power of
attorney

08/20/2009

__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) The SARs provided for vesting in five equal installments beginning on February 13, 2009.
- (2) The SARs provided for vesting in five equal installments beginning on July 31, 2008.
- (3) The SARs provided for vesting in five equal installments beginning on August 9, 2007.
- (4) The SARs provided for vesting in five equal installments beginning on July 20, 2006.
- (5) The SARs provided for vesting in four equal installments beginning on May 25, 2006.
- (6) The SARs vest in four equal annual installments beginning on August 19, 2010.
- (7) The SARs vest in three equal annual installments beginning on August 19, 2010.

The disposition of SARs reported on this Form 4 was pursuant to the issuer's equity exchange program. For every three SARs that were
(8) cancelled, the reporting person was granted one new SAR with a base price equal to the closing price of the issuer's Class A Common Stock on August 19, 2009.

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.