WHALEY CHERYL CALLOWAY

Form 3

January 16, 2007

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

OMB

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INITIAL STATEMENT OF 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 *

 WHALEY CHERYL **CALLOWAY**

Statement

(Month/Day/Year)

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

GENWORTH FINANCIAL INC [GNW]

C/O GENWORTH FINANCIAL,

(First)

STREET

(Last)

01/08/2007

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

GROWTH VEN

5. If Amendment, Date Original

Filed(Month/Day/Year)

INC.. 6620 WEST BROAD

(Middle)

(Zip)

(Street)

Director X_ Officer

10% Owner

Other (give title below) (specify below) **SVP-CAPITAL MKTS &**

6. Individual or Joint/Group

Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

RICHMOND, Â VAÂ 23230

(City) (State)

1. Title of Security (Instr. 4)

Table I - Non-Derivative Securities Beneficially Owned

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership

4. Nature of Indirect Beneficial

Ownership (Instr. 5)

Form: Direct (D) or Indirect (I)

(Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially

owned directly or indirectly.

SEC 1473 (7-02)

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

(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. 5. Conversion Ownership or Exercise Form of

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Price of Derivative

1. Title of Derivative Security 2. Date Exercisable and **Expiration Date** (Instr. 4)

> Derivative Security:

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	(1)	10/24/2015	Class A Common Stock	10,000	\$ 31.14	D	Â
Stock Option (right to buy)	(2)	08/09/2016	Class A Common Stock	11,100	\$ 34.13	D	Â
Restricted Stock Units	(3)	(3)	Class A Common Stock	5,000	\$ <u>(4)</u>	D	Â
Restricted Stock Untis	(5)	(5)	Class A Common Stock	2,467	\$ <u>(4)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
FB	Director	10% Owner	Officer	Other		
WHALEY CHERYL CALLOWAY C/O GENWORTH FINANCIAL, INC. 6620 WEST BROAD STREET RICHMOND, VA 23230	Â	Â	SVP-CAPITAL MKTS & GROWTH VEN	Â		
Signatures						

/s/ Richard J. Oelhafen,Jr., Attorney-in-Fact

01/16/2007

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Vested 20% 10/24/2006. Remaining award vests 20% 10/24/2007; 20% 10/24/2008; 20% 10/24/2009; 20% 10/24/2010.
- (2) Vests in 20% annual increments beginning on 8/9/2007.
- (3) Vests 50% 12/2/2008; vests 50% 12/2/2010; no expiration date.
- (4) Restricted Stock Unit settles in Class A Common Stock on a 1:1 basis.
- (5) Vests 50% 8/9/2009; vests 50% 8/9/2011; no expiration date.

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.

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