#### GENWORTH FINANCIAL INC

Form 4

November 03, 2014

<b>FORM</b>	4	UNITED	STA'
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### TES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB** Number:

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if no longer subject to Section 16. Form 4 or

Check this box

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

See Instruction

may continue. 30(h) of the Investment Company Act of 1940

1(b).

Form 5

obligations

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Groh Kelly L

(Last)

(City)

Security

(Instr. 3)

2. Issuer Name and Ticker or Trading

Symbol

GENWORTH FINANCIAL INC

[GNW]

5. Relationship of Reporting Person(s) to

(Check all applicable)

Vice President & Controller

Issuer

3. Date of Earliest Transaction

Director

10% Owner Other (specify

(Month/Day/Year)

11/03/2014

X\_ Officer (give title below)

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

(Street)

(State)

(First)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

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

RICHMOND, VA 23230

1. Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year) Execution Date, if

(Zip)

(Middle)

3. Code (Month/Day/Year) (Instr. 8)

4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

Following Reported

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

or

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

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

1. Title of 3. Transaction Date 3A. Deemed Derivative (Month/Day/Year) Execution Date, if Conversion

5. Number of TransactionDerivative

6. Date Exercisable and **Expiration Date** 

7. Title and Amount of 8. 1 Underlying Securities

SEC 1474

(9-02)

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Security (Instr. 3)	· · · · · ·		any Code (Month/Day/Year) (Instr. 8)	Securities Acquired (A) or Disposed (D) (Instr. 3, 4, and 5)	)	(Month/Day/Year)		(Instr. 3 and 4)		
				Code V	(A) (I	D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	S
Restricted Stock Units	<u>(1)</u>	11/03/2014		A	10,000	(2)	(2)	Class A Common Stock	10,000	

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Groh Kelly L C/O GENWORTH FINANCIAL, INC. 6620 WEST BROAD STREET RICHMOND, VA 23230

Vice President & Controller

## **Signatures**

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

11/03/2014

\*\*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) Restricted Stock Units settle in Class A Common Stock on a 1:1 basis.
- (2) Restricted Stock Units vest and convert to Class A Common Stock in four equal annual installments beginning on November 3, 2015.

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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