

GENWORTH FINANCIAL INC  
 Form 4  
 November 06, 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)  
**11/02/2006**

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: Beneficial or Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	11/02/2006		M		183,129	A	\$ 20.1445
Class A Common Stock	11/02/2006		D		112,454	D	\$ 32.805
Class A Common Stock	11/02/2006		F		29,825	D	\$ 32.805
Class A Common Stock	11/02/2006		M		121,000	A	\$ 532,251

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Common Stock						22.6681		
Class A Common Stock	11/02/2006	S	100,000	D	\$ 32.8633 <u>(1)</u>	432,251		D
Class A Common Stock	11/03/2006	M	35,520	A	\$ 22.6681	467,771		D
Class A Common Stock	11/03/2006	M	211,301	A	\$ 25.3829	679,072		D
Class A Common Stock	11/03/2006	S	215,000	D	\$ 32.8852 <u>(2)</u>	464,072		D

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Appreciation Right	\$ 20.1445	11/02/2006		M	183,129	<u>(3)</u>	09/12/2013	Class A Common Stock	183,129
Stock Option (right to buy)	\$ 22.6681	11/02/2006		M	121,000	<u>(5)</u>	09/26/2011	Class A Common Stock	121,000
Stock Option (right to buy)	\$ 22.6681	11/03/2006		M	35,520	<u>(5)</u>	09/26/2011	Class A Common Stock	35,520
Stock Option (right to buy)	\$ 25.3829	11/03/2006		M	211,301	<u>(6)</u>	09/10/2009	Class A Common Stock	211,301

# Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRAIZER MICHAEL D C/O GENWORTH FINANCIAL, INC. 6620 WEST BROAD STREET RICHMOND, VA 23230	X		Chairman, President & CEO	

## Signatures

/s/ Richard J. Oelhafen, Jr., Attorney-in-Fact	11/06/2006
**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) Price indicated is the weighted average sales price as a result of a series of broker-assisted transactions ranging in price from \$32.84 to \$32.89 per share.
- (2) Price indicated is the weighted average sales price as a result of a series of broker-assisted transactions ranging in price from \$32.76 to \$33.06 per share.
- (3) Vested 20% annual increments on 9/12/2004, 9/12/2005 and 9/12/2006.
- (4) Not Applicable.
- (5) Vested 50% on 9/26/2004 and 50% on 9/26/2006.
- (6) Vested 50% on 5/25/2004 and 50% on 9/10/2004.

### Remarks:

All of the sales reported on this Form 4 were in connection with broker-assisted cashless exercises of stock options (which were reported on Form 425).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
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