

GENWORTH FINANCIAL INC
 Form 4
 November 07, 2007

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 *
 Schutz Pamela S

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)

___ Director ___ 10% Owner
 ___X___ Officer (give title below) ___ Other (specify below)

Exec. Vice Pres - Genworth

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)

___X___ 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 (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock	11/06/2007		S ⁽¹⁾	800 D	\$ 25 93,227	D	
Class A Common Stock	11/06/2007		S ⁽¹⁾	100 D	\$ 25.17 93,127	D	
Class A Common Stock	11/06/2007		S ⁽¹⁾	500 D	\$ 25.18 92,627	D	
Class A Common Stock	11/06/2007		S ⁽¹⁾	1,187 D	\$ 91,440	D	

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Common Stock						25.19		
Class A Common Stock	11/06/2007		S ⁽¹⁾	900	D	\$ 25.2	90,540	D
Class A Common Stock	11/06/2007		S ⁽¹⁾	900	D	\$ 25.22	89,640	D
Class A Common Stock	11/06/2007		S ⁽¹⁾	800	D	\$ 25.24	88,840	D
Class A Common Stock	11/06/2007		S ⁽¹⁾	300	D	\$ 25.27	88,540	D
Class A Common Stock	11/06/2007		S ⁽¹⁾	500	D	\$ 25.28	88,040	D
Class A Common Stock	11/06/2007		S ⁽¹⁾	900	D	\$ 25.37	87,140	D
Class A Common Stock	11/06/2007		S ⁽¹⁾	1,000	D	\$ 25.46	86,140	D
Class A Common Stock	11/06/2007		S ⁽¹⁾	1,000	D	\$ 25.47	85,140	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V	(A)	(D)	Title	

Date	Expiration	Amount
Exercisable	Date	or
		Number
		of
		Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schutz Pamela S C/O GENWORTH FINANCIAL, INC. 6620 WEST BROAD STREET RICHMOND, VA 23230			Exec. Vice Pres - Genworth	

Signatures

/s/ Richard J. Oelhafen, Jr., Attorney-in-Fact	11/07/2007
<small>**Signature of Reporting Person</small>	<small>Date</small>

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 sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 31, 2007.
- 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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