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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Restricted Stock Units	Â <u>(1)</u>	Â <u>(1)</u>	Class A Common Stock	2,500	\$ <u>(6)</u>	D	Â
Restricted Stock Units	Â <u>(2)</u>	Â <u>(2)</u>	Class A Common Stock	717	\$ <u>(6)</u>	D	Â
Restricted Stock Units	Â <u>(3)</u>	Â <u>(3)</u>	Class A Common Stock	1,500	\$ <u>(6)</u>	D	Â
Restricted Stock Units	Â <u>(4)</u>	Â <u>(4)</u>	Class A Common Stock	3,999	\$ <u>(6)</u>	D	Â
Restricted Stock Units	Â <u>(5)</u>	Â <u>(5)</u>	Class A Common Stock	6,667	\$ <u>(6)</u>	D	Â
Stock Settled SARs	Â <u>(7)</u>	02/09/2021	Class A Common Stock	24,000	\$ 12.75	D	Â
Stock Settled SARs	Â <u>(8)</u>	02/14/2022	Class A Common Stock	30,000	\$ 8.88	D	Â
Stock Options (right to buy)	09/13/2007	09/13/2012	Class A Common Stock	2,504	\$ 17.2822	D	Â
Stock Options (right to buy)	02/12/2012	02/12/2019	Class A Common Stock	26,250	\$ 2.46	D	Â
Stock Options (right to buy)	Â <u>(9)</u>	05/25/2014	Class A Common Stock	16,666	\$ 7.8	D	Â
Stock Options (right to buy)	Â <u>(9)</u>	07/20/2015	Class A Common Stock	2,000	\$ 7.8	D	Â
Stock Options (right to buy)	Â <u>(9)</u>	08/09/2016	Class A Common Stock	1,700	\$ 7.8	D	Â
Stock Options (right to buy)	Â <u>(9)</u>	07/31/2017	Class A Common Stock	2,150	\$ 7.8	D	Â

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Stock Options (right to buy)	Â (10)	02/13/2018	Class A Common Stock	4,500	\$ 7.8	D	Â
Stock Options (right to buy)	Â (11)	02/10/2020	Class A Common Stock	39,000	\$ 14.18	D	Â

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	Â	Â	Â Vice President & Controller	Â

Signatures

/s/ Christine A. Ness, by power of attorney 05/17/2012

__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) Vests and converts to Class A Common Stock on 2/7/2015.
- (2) Vests and converts to Class A Common Stock on 7/31/2012.
- (3) Vests and converts to Class A Common Stock on 2/13/2013.
- (4) Vests and converts to Class A Common Stock in equal annual installments on each of 2/9/2013, 2/9/2014 and 2/9/2015.
- (5) Vests and converts to Class A Common Stock in equal annual installments on each of 2/14/2013, 2/14/2014, 2/14/2015 and 2/14/2016.
- (6) Restricted Stock Units settle in Class A Common Stock on a 1:1 basis.
Vested one-fourth on 2/9/2012. Remaining award vests in equal annual installments on each of 2/9/2013, 2/9/2014 and 2/9/2015. The vested and unexercised portion of the SARs, if any, shall be automatically exercised if the closing price of the issuer's common stock equals or exceeds a specified "maximum share value" equal to \$75.
- (7) Vests in equal annual installments on each of 2/14/2013, 2/14/2014, 2/14/2015 and 2/14/2016. The vested and unexercised portion of the SARs, if any, shall be automatically exercised if the closing price of the issuer's common stock equals or exceeds a specified "maximum share value" equal to \$75.
- (8) Vested one-third on 8/19/2010 and 8/19/2011. Remaining award vests on 8/19/2012.
- (9) Vested one-fourth on 8/19/2010 and 8/19/2011. Remaining award vests in equal annual installments on 8/19/2012 and 8/19/2013.
- (10) Vested one-fourth on 2/10/2011 and 2/10/2012. Remaining award vests in equal annual installments on 2/10/2013 and 2/10/2014.

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.