Conrad G Kent Form 4 April 01, 2013

FORM 4

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

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OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Conrad G Kent

2. Issuer Name and Ticker or Trading

Symbol

GENWORTH FINANCIAL INC [GNW]

Issuer

below)

(Check all applicable)

(Last)

(First) (Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

X_ Director 10% Owner Officer (give title Other (specify

5. Relationship of Reporting Person(s) to

03/28/2013

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

(State)

(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

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

RICHMOND, VA 23230

(City)

(Instr. 3)

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

3. (Month/Day/Year) Execution Date, if

(Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

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

Reported Transaction(s)

(A) or (Instr. 3 and 4)

Code V Amount (D) Price

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)

3. Transaction Date 3A. Deemed 1. Title of 5. Number of 6. Date Exercisable and 7. Title and Amount of (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date Underlying Securities** Conversion

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	`		(Month/Day/	Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Units	<u>(1)</u>	03/28/2013		A	474.905		<u>(1)</u>	<u>(1)</u>	Class A Common Stock	474.905	

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 9	Director	10% Owner	Officer	Other			
orad G Kent							

Conrad G Kent C/O GENWORTH FINANCIAL, INC. 6620 WEST BROAD STREET RICHMOND, VA 23230



Signatures

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

04/01/2013

**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) Deferred Stock Units become payable in shares of Class A Common Stock beginning one year after termination of service as a director. The Reporting Person has previously elected to receive such amount in a single payment or in payments spread out for up to 10 years.
- (2) The number of Deferred Stock Units acquired represents a portion of the Reporting Person's annual retainer fee and was based on a price of \$10.0020 per share of Class A Common Stock.

Remarks:

On April 1, 2013, pursuant to a previously announced plan to implement a holding company reorganization, Genworth Financ 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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