

GENWORTH FINANCIAL INC  
 Form 4  
 May 14, 2008

**FORM 4**

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

OMB APPROVAL

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**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  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

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

05/13/2008

EXECUTIVE VICE PRES - GENWORTH

(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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock	05/13/2008		S(1)	800 D	\$ 22.87 75,453	D	
Class A Common Stock	05/13/2008		S(1)	800 D	\$ 22.88 74,653	D	
Class A Common Stock	05/13/2008		S(1)	800 D	\$ 22.911 73,853	D	
Class A Common Stock	05/13/2008		S(1)	800 D	\$ 73,053	D	

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Common Stock						22.943		
Class A Common Stock	05/13/2008	S <sup>(1)</sup>	1,000	D	\$ 22.973	72,053	D	
Class A Common Stock	05/13/2008	S <sup>(1)</sup>	1,000	D	\$ 22.981	71,053	D	
Class A Common Stock	05/13/2008	S <sup>(1)</sup>	1,000	D	\$ 23.003	70,053	D	
Class A Common Stock	05/13/2008	S <sup>(1)</sup>	800	D	\$ 23.041	69,253	D	
Class A Common Stock	05/13/2008	S <sup>(1)</sup>	1,000	D	\$ 23.091	68,253	D	
Class A Common Stock	05/13/2008	S <sup>(1)</sup>	887	D	\$ 23.22	67,366	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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**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 (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

