

GENWORTH FINANCIAL INC

Form 4

November 06, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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)

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/02/2006

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman, President & CEO

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)
Class A Common Stock	11/02/2006		M	183,129 A \$ 20.1445	553,530	D	
Class A Common Stock	11/02/2006		D	112,454 D \$ 32.805	441,076	D	
Class A Common Stock	11/02/2006		F	29,825 D \$ 32.805	411,251	D	
Class A	11/02/2006		M	121,000 A \$	532,251	D	

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Common Stock					22.6681		
Class A Common Stock	11/02/2006	S	100,000	D	\$ 32.8633 (1)	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 (2)	464,072	D

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

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SEC 1474
(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	(3) 09/12/2013	Class A Common Stock 183,129
Stock Option (right to buy)	\$ 22.6681	11/02/2006		M	121,000	(5) 09/26/2011	Class A Common Stock 121,000
Stock Option (right to buy)	\$ 22.6681	11/03/2006		M	35,520	(5) 09/26/2011	Class A Common Stock 35,520
Stock Option (right to buy)	\$ 25.3829	11/03/2006		M	211,301	(6) 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

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