## Edgar Filing: MEAD CHRISTINE B - Form 4

MEAD CHR Form 4 July 02, 2012										
	1 /								PPROVAL	_
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMIS Washington, D.C. 20549						COMMISSIO	N OMB Number:	Number: 3235-028		
Check thi if no long	ter	-						Expires:	January	
subject to Section 1 Form 4 or	6. r			SECU	RITIES		WNERSHIP OF	Estimated burden hou response	average urs per	2005 0.5
Form 5 obligation may cont <i>See</i> Instru 1(b).	ns Section 17(	a) of the l	Public U	Itility Hol	ding Cor		nge Act of 1934, of 1935 or Section 940	on		
(Print or Type F	Responses)									
				2. Issuer Name <b>and</b> Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer			
	GENWORTH FINANCIAL INC [GNW]				(Check all applicable)					
(M				<ul><li>3. Date of Earliest Transaction</li><li>(Month/Day/Year)</li><li>06/29/2012</li></ul>			X_ Director 10% Owner Officer (give titleOther (specify below)Other (specify			
1100., 0020	(Street)	JINLLI	4 If Am	andmant D	ote Origing	1	6 Individual or	Joint/Group Fili	ng(Chook	
			4. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>				
RICHMONI	D, VA 23230						Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
	2. Transaction Date (Month/Day/Year)		Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D) 4 and 5) (A) or	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature o Indirect Beneficial Ownershij (Instr. 4)	
Reminder: Ren	ort on a separate line	for each cl	ass of sec	urities bene	ficially ow	ed directly	or indirectly			
Actinider. Acp	on on a separate find			unites bene.	Perso inforn requir	ns who rest nation cont ed to resp ys a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	
	Tab					posed of, or convertible :	Beneficially Owned securities)	1		

1. Title of<br/>Derivative2.3. Transaction Date3A. Deemed4.5. Number of<br/>TransactionDerivative6. Date Exercisable and<br/>Expiration Date7. Title and Amount of<br/>Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Disposed of (I	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(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>	06/29/2012		А	5,448.289		<u>(1)</u>	(1)	Class A Common Stock	5,448.289	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
MEAD CHRISTINE B C/O GENWORTH FINANCIAL, INC. 6620 WEST BROAD STREET RICHMOND, VA 23230	Х					
Signatures						
/s/ Christine A. Ness, by power of attorney	07	7/02/2012				
**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 retainer fee and was based on a price of \$5.2310 per share of Class A Common Stock.

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.