GENWORTH FINANCIAL INC

Form 4

February 26, 2016

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

Check this box

if no longer subject to Section 16.

Form 4 or

obligations may continue. See Instruction

Form 5

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 *

McKay Scott J

(City)

1. Title of

Security

(Instr. 3)

1(b).

(First) (Middle)

(Last)

C/O GENWORTH FINANCIAL.

INC., 6620 WEST BROAD STREET

(Street)

RICHMOND, VA 23230

2. Transaction Date 2A. Deemed

(State) (Zip)

Symbol

GENWORTH FINANCIAL INC [GNW]

2. Issuer Name and Ticker or Trading

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

02/25/2016

4. If Amendment, Date Original

Filed(Month/Day/Year)

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

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or

> (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

Code Disposed of (D)

(A)

Transaction(s) or

(Instr. 3 and 4) Code V Amount (D) Price

5. Amount of

Securities

Following

Reported

Owned

Beneficially

Issuer

below)

Director

Applicable Line)

X_ Officer (give title

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.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if TransactiorDerivative

5. Number of

6. Date Exercisable and **Expiration Date**

7. Title and Amount of 8. 1 Underlying Securities

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

EVP- Chief Strategy Officer

6. Ownership

Form: Direct

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

10% Owner Other (specify

7. Nature of

Ownership

(Instr. 4)

SEC 1474

(9-02)

Indirect

(D) or Indirect Beneficial

Estimated average

burden hours per

1

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code Securities (Instr. 8) Acquired (A) or Disposed o (D) (Instr. 3, 4, and 5)		.)	(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A) (I	D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	S
Restricted Stock Units	<u>(1)</u>	02/25/2016		A	90,000	(2)	(2)	Class A Common Stock	90,000	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

McKay Scott J C/O GENWORTH FINANCIAL, INC. 6620 WEST BROAD STREET RICHMOND, VA 23230

EVP- Chief Strategy Officer

Signatures

/s/ David F. Kurzawa, by power of attorney 02/26/2016

**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) Restricted Stock Units settle in Class A Common Stock on a 1:1 basis.
- (2) Restricted Stock Units vest and convert to Class A Common Stock in three equal annual installments beginning on February 25, 2017.

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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