GENWORTH FINANCIAL INC

Form 4

January 04, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

2005

0.5

January 31, Expires:

OMB APPROVAL

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Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

1(b).

(Last)

(City)

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person *

WHEELER THOMAS B

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to Issuer

below)

GENWORTH FINANCIAL INC

(Middle)

[GNW]

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

12/30/2005

(Check all applicable)

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

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

(First)

(Street)

(Month/Day/Year) Execution Date, if

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

(Instr. 4)

RICHMOND, VA 23230

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

(State)

(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3.

(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 Ownership (I)

Reported Transaction(s)

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

(A)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

3. Transaction Date 3A. Deemed 1. Title of (Month/Day/Year) Execution Date, if Transaction of Conversion

5. Number 6. Date Exercisable and **Expiration Date**

7. Title and Amount of 8. Price Underlying Securities Derivative

(Instr. 4)

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Acqu (A) o Dispo	rities pired or osed o) c. 3, 4,	(Month/Day/Year)		(Instr. 3 and 4)		Security (Instr. 5)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Units	<u>(1)</u>	12/30/2005		A	699		<u>(1)</u>	<u>(1)</u>	Class A Common Stock	699	<u>(2)</u>

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WHEELER THOMAS B C/O GENWORTH FINANCIAL, INC. 6620 WEST BROAD STREET RICHMOND, VA 23230

X

Signatures

/s/ Richard J. Oelhafen, Jr., Attorney-in-Fact

01/04/2006

**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).
- Deferred Stock Units become payable in cash (based on the cash value of a share of Class A Common Stock) beginning one year after (1) termination of service as a director. The Reporting Person may elect to receive such amount as a lump sum 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 \$34.3345 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.

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