Edgar Filing: GENWORTH FINANCIAL INC - Form 4

GENWORT Form 4 February 24	TH FINANCIAL	INC								
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION									PPROVAL	
UNITED STATES SECURITIES AND EACHANGE COMMISSION								N OMB Number:	3235-0287	
Check the		Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								
if no lon subject t Section Form 4	16. or									
Form 5 obligations may continue. See Instruction 1(b). 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 A EVANGEI	2. Issuer Name and Ticker or Trading Symbol GENWORTH FINANCIAL INC [GNW]				5. Relationship of Reporting Person(s) to Issuer					
					(Check all applicable)					
(Last) C/O GENV	3. Date of Earliest Transaction (Month/Day/Year) 02/20/2014				Director 10% Owner X Officer (give title Other (specify below) below) EVP & Chief Risk Officer					
	WEST BROAD						LVFO		licei	
	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 					
RICHMON	ND, VA 23230						Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deema Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Re	port on a separate line	e for each cla	ass of sec	urities benef	ficially own	ned directly o	or indirectly.			
					Perso inforn requir	ns who res nation cont red to respo nys a curren	pond to the colle ained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	
	Tab					posed of, or convertible s	Beneficially Owner securities)	d		

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	f 8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	D

Edgar Filing: GENWORTH FINANCIAL INC - Form 4

Security (Instr. 3)			any (Month/Day/Year)	Code (Instr. 8)	Securitie Or Dispo (D) (Instr. 3, and 5)	d (A) sed of	(Month/Day/	Year)	(Instr. 3 and 4)		
				Code V	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Settled SARs	\$ 15.23	02/20/2014		А	64,000)	(1)	02/20/2024	Class A Common Stock	64,000	
Reporting Owners											
Reporting Owner Name / Address				Relations							
			Director 10%	Director 10% Owner Officer				Other			
EVANGEL LORI M C/O GENWORTH FINANCIAL, INC. 6620 WEST BROAD STREET RICHMOND, VA 23230			EVP & Chief Risk Officer								
Signa	tures										
-	ine A. Ness, t	by power of	02/24/2	014							
<u>**</u> S	ignature of Report	ing 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).

The SARs vest in four equal annual installments beginning on February 20, 2015. The vested and unexercised portion of the SARs, if (1) any, shall be automatically exercised if the closing price of the issuer's common stock equals or exceeds a specified "maximum share value" equal to \$75.

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.

S (.