

Reported by SCHNEIDER KEVIN DOUGLAS

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/19/14 for the Period Ending 02/17/14

Address 6620 WEST BROAD STREET

RICHMOND, VA 23230

Telephone 804-281-6000

CIK 0001276520

Symbol GNW

SIC Code 6311 - Life Insurance

Industry Insurance (Life)

Sector Financial

Fiscal Year 12/31





[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE **COMMISSION**

Washington, D.C. 20549

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP **OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person * | | | | 2. Issuer Name and Ticker or Trading Symbol | | | | | | | ing Sy | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
|---|--|---|--|---|--|--|--|---|---|---|--|--|--|---|---|--|--|---|
| Schneider Kevin Douglas | | | | GENWORTH FINANCIAL INC [GNW] | | | | | | | | LINC | Direct | Director 10% Owner | | | | |
| (Last) (First) (Middle) | | | | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | | | | | /DD/YY | below) | | | | | | |
| | | | ΞT | | | | 2/ | 17 | 7/20 | 14 | | | | EVI - GC | nworth | | | |
| (Street) | | | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | | | | | | | led | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | |
| , VA 232 (State) | |) | | | | | | | | | | | | | | | | n |
| | Table 1 | I - Non-l | Deriv | ati | ve S | ecuri | ities A | cç | quire | d, I | Dispo | osed of | f, or | Beneficially | y Owned | | | |
| | | | 2. Trans. Date | | Deemed Execution Date, if | | Code (A (Instr. 8) (E | | | (a) or Disposed of (b) | | | Following Reported Transaction(s) (Instr. 3 and 4) Ownership of India Form: Direct (D) Ownership of India | | | Beneficial Ownership | | |
| | | | | | | any | | v | V Ame | ount | (A) or (D) | Price | | | | | (I) (Instr. 4) | (IIIsti. 4) |
| ck | | | 2/17/2 | 2014 | | | M | | 592 | 26 | A | \$7.80 | | 73 | 3566 | | D | |
| Class A Common Stock 2/1 | | | | 17/2014 | | | F | | 297 | D \$15.53 | | \$15.53 | 70589 | | | D | | |
| Class A Common Stock 2/1 | | | | 2014 | | | F | | 105 | 56 | D | \$15.53 | | 69533 | | | D | |
| le II - De | rivative | Securiti | es Be | enef | ficial | lly O | wned | (4 | e.g. , | put | s, ca | ılls, wa | ırra | nts, options | , convert | ible secur | rities) | |
| 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | ite Deemed | Code | Trans. Code (Instr. 8) | | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and | | | | | Securi Deriva | rrities Underlying vative Security | | Derivative Security (Instr. 5) | of derivative Securities Beneficially Owned Following Reported | Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | Code | v | (A) | (D) | Ev | | isable | | | Title | | Amount or Number of Shares | | Transaction (s) (Instr. 4) | (4) | |
| \$7.80 | 2/17/2014 | | M (1) | | | 5926 | 8/1 | 19/2 | 2012 | 5/25 | 5/2014 | Comi | non | 5926 | \$0 | 17777 | D | |
| | (First) (RTH F. EST BR (Street) (Street) (VA 232 (State) ck ck ck ck ck ck ck ck ck c | (First) (Michael Manager (Michael Michael Manager (Michael Michael Manager (Michael Michael Manager (Michael Michael Manager (Michael Manager | (First) (Middle) RTH FINANCIAL, EST BROAD STREI (Street) VA 23230 (State) (Zip) Table I - Non-I | vin Douglas (First) (Middle) 3 RTH FINANCIAL, EST BROAD STREET (Street) 4 (No. VA 23230 (State) (Zip) Table I - Non-Deriv 2. Transing Date 2. Transing Date 2. Conversion or Exercise Price of Derivative Security 3. Trans. Jah. Jah. Jah. Jah. Jah. Jah. Jah. Jah | Code V Code Code V Code V Code Code | Code V A Code V A | Vin Douglas (First) (Middle) (First) (Middle) (RTH FINANCIAL, EST BROAD STREET (Street) (Street) (State) (Zip) Table I - Non-Derivative Security 2. Trans. Date 3. Trans. Date 3. Deemed Execution Date, if any 4. Deemed Execution Date, if any 2. Trans. Derivative Securities Beneficially Output Derivative Securities 3. Trans. Date 4. Deemed Execution Date, if any 4. Trans. Derivative Securities Beneficially Output Derivative Securities (Instr. 3, 4 a 5) Code V (A) (D) (Instr. 3, 4 a 5) Code V (A) (D) | Conversion or Exercise Price of Derivative Security | VIN Douglas (First) (Middle) (First) (Middle) 3. Date of Earliest Tra 2/1' RTH FINANCIAL, EST BROAD STREET (Street) 4. If Amendment, Date (MM/DD/YYYY) 4. If Amendment, Date (MM/DD/YYYY) Table I - Non-Derivative Securities Accorded Execution Date, if any Code 2/17/2014 REM Deemed (Instr. 8) Code (Instr. 8) Let I - Derivative Securities Beneficially Owned (Accorded Execution Date, if any RTH FINANCIAL, 2/1' 2/1' 4. If Amendment, Date (Instr. 8) Code (Instr. 8) Code (Instr. 8) Code (Instr. 8) Let II - Derivative Securities Beneficially Owned (Accorded (Instr. Acquired (A) or Disposed of (D) Code (Instr. 3, 4 and 5) Code (V (A) (D) Code (V | win Douglas (First) (Middle) (RTH FINANCIAL, EST BROAD STREET (Street) (Street) (State) (Zip) Table I - Non-Derivative Securities Acquire 2. Trans. Date 2. Trans. Date 2. Trans. Date, if any ck ck 2/17/2014 ck 2/17/2014 fr 3. Trans. Code (A) (Code V Americal And Experiments of Code (Instr. 8) Code (Instr. 3, 4 and 5) Code V (A) (Instr. 3, 4 and 5) Code V (A) (Instr. 3, 4 and 5) Code V (A) Code V (A) (D) Date Exercisable Code V (A) Code | Vin Douglas GENWORTH FINANC [GNW] 3. Date of Earliest Transaction RTH FINANCIAL, EST BROAD STREET (Street) 4. If Amendment, Date Origina (MM/DD/YYYY) 4. If Amendment, Date Origina (MM/DD/YYYY) Table I - Non-Derivative Securities Acquired, I 2. Trans. Date Date Date Date Deemed Execution Date, if any Date Date Date Date Date, if any Date Date Date Date, if any Date Date Date, if any Date Date Date, if any Date Date, if any Date Date, if any Date Date Date, if any Date, if any Date Date, if any Date Date, if any Date, if any Date Date | VIN Douglas GENWORTH FINANCIAI [GNW] 3. Date of Earliest Transaction (MM 2/17/2014 EST BROAD STREET (Street) 4. If Amendment, Date Original File (MM/DD/YYYY) VA 23230 (State) Code (State) 2. Trans. Date 3. Trans. Deemed Execution (Instr. 8) (Instr. 3, 4 and any and Execution Date, if any any and Execution Code or Exercise Date, if any any and Execution Date or Exercise Date, if any any any any and Execution Date or Exercise Date, if any | Conversion or Exercise Code V Amount Conversion Conversion | GENWORTH FINANCIAL INC [GNW] (First) (Middle) 3. Date of Earliest Transaction (MM/DD/YYYY) RTH FINANCIAL, EST BROAD STREET (Street) 4. If Amendment, Date Original Filed (MM/DD/YYYY) Table I - Non-Derivative Securities Acquired, Disposed of, or | Check all Check Check | VIN Douglas GENWORTH FINANCIAL INC [GNW] 3. Date of Earliest Transaction (MM/DD/YYYY) EX_Officer (give title below) EVP - Genworth STREP (Street) 4. If Amendment, Date Original Filed (MM/DD/YYYY) 4. If Amendment, Date Original Filed (MM/DD/YYYY) 5. VA 23230 (State) (State) Cipp Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Execution Date Date Date Code Code | Vin Douglas GENWORTH FINANCIAL INC [GNW] 3. Date of Earliest Transaction (MM/DD/YYYY) EVP - Genworth EVP - Genworth EVP - Genworth Applicable Line) Applicable Line) Applicable Line) LY - Form filed by More than One Reporting Perform | Check all applicable Check all applicable |

Explanation of Responses:

(1) The stock option exercises reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 14, 2013.

The net shares received by the reporting person for the exercise of stock options are subject to the issuer's 9-month holding period policy.

Reporting Owners

| Panarting Owner Name / Address | Relationships | | | | | | |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | | |
| | | | | | | | |

| Schneider Kevin Douglas C/O GENWORTH FINANCIAL, IN | c. | | |
|---|----|----------------|--|
| | | EVP - Genworth | |
| 6620 WEST BROAD STREET | | | |
| RICHMOND, VA 23230 | | | |

Signatures

/s/ Christine A. Ness, by power of attorney 2/19/2014 Date

** Signature of Reporting Person

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

- 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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.