SEC Form 4

**FORM 4**

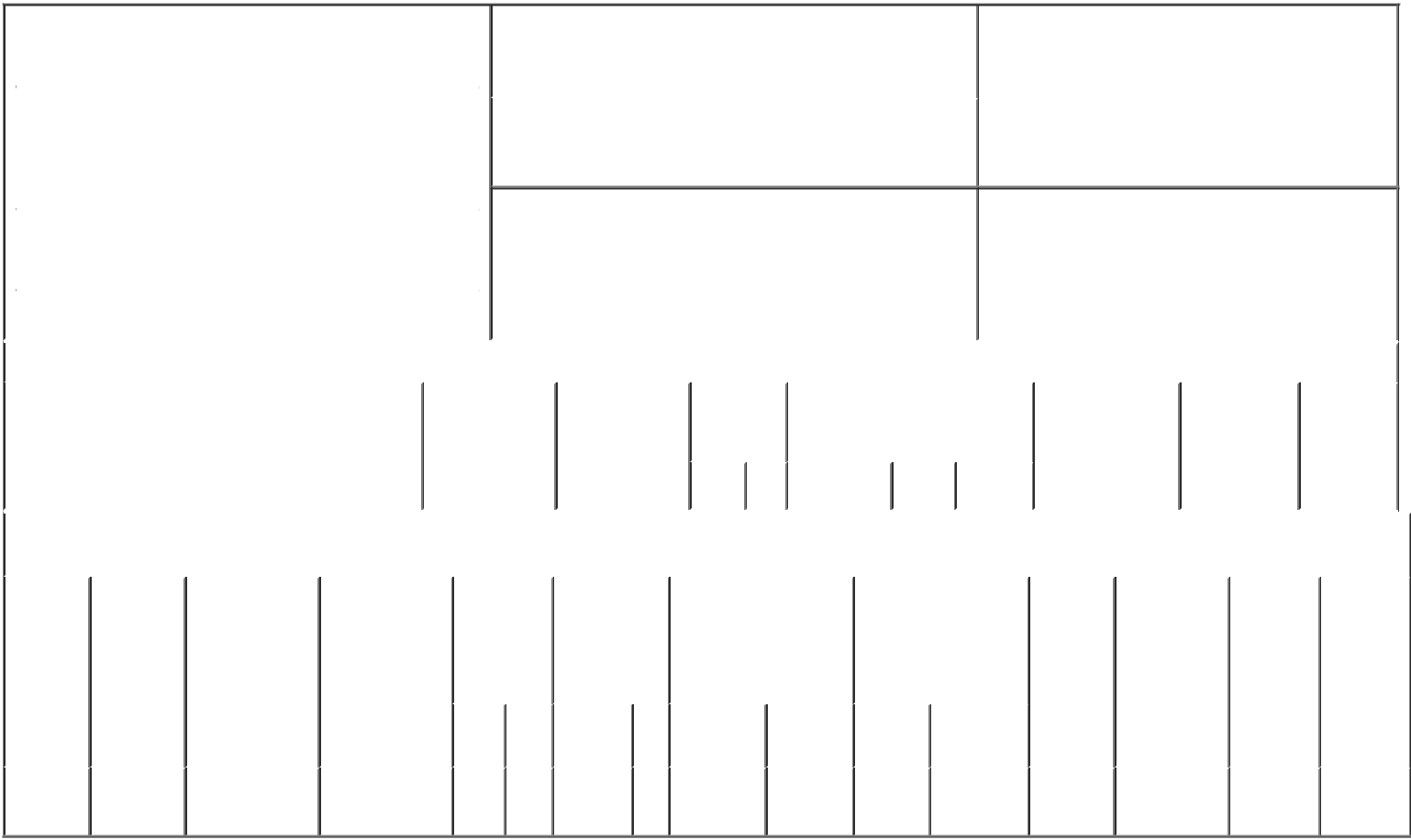
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **UNITED STATES SECURITIES AND EXCHANGE COMMISSION** |  |  |  |  |  |
| Washington, D.C. 20549 |  |  |  |  |  |
|  | OMB APPROVAL | | |  |
|  |  |  |
| **STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP** |  |  |  |  |  |
|  | OMB Number: | 3235-0287 |  |  |
|  |  |  |  |
|  |  | Estimated average burden |  |  |  |
| Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 |  | hours per response: | 0.5 |  |  |
|  |  |  |  |  |
|  |  |  |  |  |



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 | |  |
|  |  | [MEAD CHRISTINE B](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001205171) | | |  |  |  | [GENWORTH FINANCIAL INC](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001276520) [ GNW ] | |  |
|  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |
|  |  | (Last) | (First) | | (Middle) |  |  | 3. Date of Earliest Transaction (Month/Day/Year) | |  |
|  |  | C/O GENWORTH FINANCIAL, INC. | | | | 12/31/2014 | | |  |  |
|  |  |  |  |  |  |  |

6620 WEST BROAD STREET

1. Relationship of Reporting Person(s) to Issuer (Check all applicable)

X Director 10% Owner

Officer (give title Other (specify

below) below)

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  |  |  |  |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable | | | | | | | | |  |
|  | (Street) | |  |  |  |  |  |  |  |  |  |  |  |  | Line) | |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | X Form filed by One Reporting Person | | | | | | | | |  |
|  |  | RICHMOND | | VA | | 23230 |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | Form filed by More than One Reporting Person | | | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | (City) |  | (State) | | (Zip) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  | | |  | | | |  | | | |  | |  |  |  |  |  |  |  |
|  |  |  |  |  | **Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned** | | | | | | | | | | | | |  |  |  |  |  |  |  |
|  |  | | | | |  | | |  | |  |  |  | | |  |  | |  | |  |  | |  |
|  | **1. Title of Security (Instr. 3)** | | | | | **2. Transaction** | | | **2A. Deemed** | | **3.** | | **4. Securities Acquired (A) or** | | | | **5. Amount of** | | **6. Ownership** | | **7. Nature of** | | |  |
|  |  |  |  |  |  | **Date** | | | **Execution Date,** | |  | **Transaction Disposed Of (D) (Instr. 3, 4 and 5)** | | | | | **Securities** |  | **Form: Direct** | | **Indirect** | | |  |
|  |  |  |  |  |  | **(Month/Day/Year)** | | | **if any** |  |  | **Code (Instr.** | |  |  |  | **Beneficially** |  | **(D) or Indirect** | | **Beneficial** | | |  |
|  |  |  |  |  |  |  |  |  | **(Month/Day/Year) 8)** | | | |  |  |  |  | **Owned Following** | | **(I) (Instr. 4)** | | **Ownership** | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Reported** |  |  |  | **(Instr. 4)** | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **Code V** | **Amount** | **(A) or** | **Price** | | **Transaction(s)** | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **(D)** | **(Instr. 3 and 4)** | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  | | | | | |  | | | |  | |  |  |  |  |  |  |  |
|  |  |  |  |  |  | **Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned** | | | | | | | | | | | |  |  |  |  |  |  |  |
|  |  |  |  |  |  | **(e.g., puts, calls, warrants, options, convertible securities)** | | | | | | | | | | |  |  |  |  |  |  |  |  |
|  |  | |  |  |  |  |  |  |  | |  | | |  | |  |  |  | |  |  | | |  |
|  | **1. Title of** | | **2.** |  | **3. Transaction** | **3A. Deemed** | **4.** |  | **5. Number of** | | **6. Date Exercisable and** | | | **7. Title and Amount of** | | | **8. Price of** | **9. Number of** | | **10.** | **11. Nature** | | |  |
|  | **Derivative** | | **Conversion** | | **Date** | **Execution Date,** | **Transaction** | | **Derivative** |  | **Expiration Date** | | | **Securities Underlying** | | | **Derivative** | **derivative** | | **Ownership of Indirect** | | | |  |
|  | **Security** | | **or Exercise** | | **(Month/Day/Year)** | **if any** | **Code (Instr.** | | **Securities** |  | **(Month/Day/Year)** | | | **Derivative Security** | | | **Security** | **Securities** | | **Form:** | **Beneficial** | | |  |
|  | **(Instr. 3)** | | **Price of** |  |  | **(Month/Day/Year)** | **8)** |  | **Acquired (A)** | |  |  |  | **(Instr. 3 and 4)** | | | **(Instr. 5)** | **Beneficially** | | **Direct (D)** | **Ownership** | | |  |
|  |  |  | **Derivative** |  |  |  |  |  | **or Disposed of** | |  |  |  |  |  |  |  | **Owned** |  | **or Indirect** | **(Instr. 4)** | | |  |
|  |  |  | **Security** |  |  |  |  |  | **(D) (Instr. 3, 4** | |  |  |  |  |  |  |  | **Following** | | **(I) (Instr. 4)** | | | |  |
|  |  |  |  |  |  |  |  |  | **and 5)** |  |  |  |  |  |  |  |  | **Reported** |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Transaction(s)** | |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Amount or** | |  | **(Instr. 4)** |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | **Date** | | **Expiration** |  | **Number of** | |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  | **Code V** | | **(A)** | **(D)** | **Exercisable** | | **Date** | **Title** | **Shares** | |  |  |  |  |  |  |  |  |
|  |  | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Deferred | | (1) |  |  |  |  |  |  |  | (1) | | (1) | Class A | 4,149.378 |  | (2) |  |  |  |  |  |  |  |
|  | Stock | |  | 12/31/2014 |  | A | | 4,149.378 |  | Common |  | 62,558.207 | | D |  |  |  |  |
|  | Units | |  |  |  |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |  |  |  |  |

**Explanation of Responses:**

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 annual retainer fee and was based on a price of $8.3145 per share of Class A Common Stock.

**Remarks:**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| /s/Christine A. Ness, by power | |  | 01/05/2015 |  |
| of attorney |  | |  |
|  |  |
| \*\* Signature of Reporting Person | | | Date |  |

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 Number.**