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 |  |  | 5. Relationship of Reporting Person(s) to Issuer |  |  |
|  |  | [BORELLI FRANK J](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001214823) |  |  |  |  | [GENWORTH FINANCIAL INC](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001276520) [ GNW ] |  | (Check all applicable) |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | X Director | 10% Owner |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Officer (give title | Other (specify |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | 3. Date of Earliest Transaction (Month/Day/Year) |  |  |  |  |  |  |
|  |  | (Last) |  | (First) | (Middle) |  |  |  |  |  |  |  |  | below) |  | below) |  |  |  |  |
|  |  | C/O GENWORTH FINANCIAL, INC. | 06/30/2005 |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | 6620 WEST BROAD STREET |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year) |  | 6. Individual or Joint/Group Filing (Check Applicable |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Line) |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | (Street) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | 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** |  |  |
|  |  |  |  |  |  |  | **Date** |  |  |  |  | **Execution Date,** | **Transaction** | **Disposed Of (D) (Instr. 3, 4 and** |  | **Securities** | **Form: Direct** | **of Indirect** |  |  |
|  |  |  |  |  |  |  | **(Month/Day/Year)** | **if any** |  | **Code (Instr.** | **5)** |  |  |  |  |  |  | **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** | **6. Date Exercisable and** | **7. Title and** |  |  |  | **8. Price of** | **9. Number of 10.** | **11. Nature** |  |  |
|  | **Derivative** | **Conversion** | **Date** | **Execution Date,** | **Transaction of** | **Expiration Date** |  |  | **Amount of** |  |  |  | **Derivative** | **derivative** | **Ownership** | **of Indirect** |  |  |
|  | **Security** | **or Exercise** | **(Month/Day/Year)** | **if any** | **Code (Instr.** | **Derivative** | **(Month/Day/Year)** |  |  | **Securities** |  |  |  | **Security** | **Securities** | **Form:** | **Beneficial** |  |  |
|  | **(Instr. 3)** | **Price of** |  |  |  | **(Month/Day/Year)** | **8)** |  | **Securities** |  |  |  |  |  | **Underlying** |  |  |  | **(Instr. 5)** | **Beneficially** | **Direct (D)** | **Ownership** |  |  |
|  |  |  | **Derivative** |  |  |  |  |  |  |  |  | **Acquired** |  |  |  |  |  | **Derivative Security** |  |  | **Owned** | **or Indirect** | **(Instr. 4)** |  |  |
|  |  |  | **Security** |  |  |  |  |  |  |  |  | **(A) or** |  |  |  |  |  | **(Instr. 3 and 4)** |  |  | **Following** | **(I) (Instr. 4)** |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **Disposed** |  |  |  |  |  |  |  |  |  |  |  | **Reported** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **of (D)** |  |  |  |  |  |  |  |  |  |  |  | **Transaction(s)** |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **(Instr. 3, 4** |  |  |  |  |  |  |  |  |  |  |  | **(Instr. 4)** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **and 5)** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Amount** |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **or** |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Number** |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | **Date** | **Expiration** |  | **of** |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  | **Code V** | **(A) (D)** | **Exercisable** | **Date** | **Title** | **Shares** |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Deferred | (1) |  |  |  |  |  |  |  |  |  |  | (1) |  | (1) |  | Class A | 804 |  | (2) |  |  |  |  |  |  |
|  | Stock |  | 06/30/2005 |  |  | A | 804 |  |  |  | Common |  | 3,813 | D |  |  |  |  |
|  | Units |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |  |  |  |  |  |

**Explanation of Responses:**

1. Deferred Stock Units become payable in cash (based on the cash value of a share of Class A Common Stock) beginning one year after 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 $29.8505 per share of Class A Common Stock.

|  |  |  |  |
| --- | --- | --- | --- |
| /s/ Richard J. Oelhafen, Jr., |  | 07/01/2005 |  |
| Attorney-in-Fact |  |
|  |  |  |
|  |  |  |  |  |
| \*\* 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.**