

Groh Kelly L  
Form 3  
May 17, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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 Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Groh Kelly L		(Month/Day/Year)	GENWORTH FINANCIAL INC [GNW]	
(Last)	(First)	(Middle)	05/11/2012	
C/O GENWORTH FINANCIAL, INC., Â 6620 WEST BROAD STREET			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
RICHMOND, Â VA Â 23230			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Vice President & Controller	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	5,738	D	Â
Class A Common Stock	1,235.696	I	By 401(k) Plan

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
---	---	--	---------------------------	----------------------	--

Edgar Filing: Groh Kelly L - Form 3

	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Restricted Stock Units	Â <u>(1)</u>	Â <u>(1)</u>	Class A Common Stock	2,500	\$ <u>(6)</u>	D	Â
Restricted Stock Units	Â <u>(2)</u>	Â <u>(2)</u>	Class A Common Stock	717	\$ <u>(6)</u>	D	Â
Restricted Stock Units	Â <u>(3)</u>	Â <u>(3)</u>	Class A Common Stock	1,500	\$ <u>(6)</u>	D	Â
Restricted Stock Units	Â <u>(4)</u>	Â <u>(4)</u>	Class A Common Stock	3,999	\$ <u>(6)</u>	D	Â
Restricted Stock Units	Â <u>(5)</u>	Â <u>(5)</u>	Class A Common Stock	6,667	\$ <u>(6)</u>	D	Â
Stock Settled SARs	Â <u>(7)</u>	02/09/2021	Class A Common Stock	24,000	\$ 12.75	D	Â
Stock Settled SARs	Â <u>(8)</u>	02/14/2022	Class A Common Stock	30,000	\$ 8.88	D	Â
Stock Options (right to buy)	09/13/2007	09/13/2012	Class A Common Stock	2,504	\$ 17.2822	D	Â
Stock Options (right to buy)	02/12/2012	02/12/2019	Class A Common Stock	26,250	\$ 2.46	D	Â
Stock Options (right to buy)	Â <u>(9)</u>	05/25/2014	Class A Common Stock	16,666	\$ 7.8	D	Â
Stock Options (right to buy)	Â <u>(9)</u>	07/20/2015	Class A Common Stock	2,000	\$ 7.8	D	Â
Stock Options (right to buy)	Â <u>(9)</u>	08/09/2016	Class A Common Stock	1,700	\$ 7.8	D	Â
Stock Options (right to buy)	Â <u>(9)</u>	07/31/2017	Class A Common Stock	2,150	\$ 7.8	D	Â

Edgar Filing: Groh Kelly L - Form 3

Stock Options (right to buy)	Â (10)	02/13/2018	Class A Common Stock	4,500	\$ 7.8	D	Â
Stock Options (right to buy)	Â (11)	02/10/2020	Class A Common Stock	39,000	\$ 14.18	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Groh Kelly L C/O GENWORTH FINANCIAL, INC. 6620 WEST BROAD STREET RICHMOND, VA 23230	Â	Â	Â Vice President & Controller	Â

## Signatures

/s/ Christine A. Ness, by power of attorney 05/17/2012

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) Vests and converts to Class A Common Stock on 2/7/2015.
- (2) Vests and converts to Class A Common Stock on 7/31/2012.
- (3) Vests and converts to Class A Common Stock on 2/13/2013.
- (4) Vests and converts to Class A Common Stock in equal annual installments on each of 2/9/2013, 2/9/2014 and 2/9/2015.
- (5) Vests and converts to Class A Common Stock in equal annual installments on each of 2/14/2013, 2/14/2014, 2/14/2015 and 2/14/2016.
- (6) Restricted Stock Units settle in Class A Common Stock on a 1:1 basis.  
Vested one-fourth on 2/9/2012. Remaining award vests in equal annual installments on each of 2/9/2013, 2/9/2014 and 2/9/2015. The vested and unexercised portion of the SARs, if 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.
- (7) Vests in equal annual installments on each of 2/14/2013, 2/14/2014, 2/14/2015 and 2/14/2016. The vested and unexercised portion of the SARs, if 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.
- (8) Vested one-third on 8/19/2010 and 8/19/2011. Remaining award vests on 8/19/2012.
- (9) Vested one-fourth on 8/19/2010 and 8/19/2011. Remaining award vests in equal annual installments on 8/19/2012 and 8/19/2013.
- (10) Vested one-fourth on 2/10/2011 and 2/10/2012. Remaining award vests in equal annual installments on 2/10/2013 and 2/10/2014.

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.