

GENWORTH FINANCIAL INC
 Form 3
 April 20, 2016

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

OMB APPROVAL

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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 * Â Farney Matthew D (Last) (First) (Middle) C/O GENWORTH FINANCIAL, INC., Â 6620 WEST BROAD STREET (Street) RICHMOND, Â VA Â 23230 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 04/15/2016 | 3. Issuer Name and Ticker or Trading Symbol GENWORTH FINANCIAL INC [GNW] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Vice President and Controller | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
|--|--|---|---|--|---|

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 | 2,339 | D | Â |

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

SEC 1473 (7-02)

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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 (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|-------------------------------|------------------|-----------------|----------------------|----------------------------|----------|---------------------------------------|---|
| Restricted Stock Units (RSUs) | Â (1) | Â (1) | Class A Common Stock | 900 | \$ (2) | D | Â |
| Restricted Stock Units (RSUs) | Â (3) | Â (3) | Class A Common Stock | 1,225 | \$ (2) | D | Â |
| Restricted Stock Units (RSUs) | Â (4) | Â (4) | Class A Common Stock | 4,350 | \$ (2) | D | Â |
| Stock Settled SARs | Â (5) | 02/20/2024 | Class A Common Stock | 7,000 | \$ 15.23 | D | Â |
| Stock Settled SARs | Â (6) | 02/15/2023 | Class A Common Stock | 8,250 | \$ 9.06 | D | Â |
| Stock Settled SARs | Â (7) | 02/14/2022 | Class A Common Stock | 4,500 | \$ 8.88 | D | Â |
| Stock Settled SARs | Â (8) | 02/09/2021 | Class A Common Stock | 5,000 | \$ 12.75 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | Other |
|--|---------------|-----------|---------------------------------|---|-------|
| | Director | 10% Owner | Officer | | |
| Farney Matthew D C/O GENWORTH FINANCIAL, INC. 6620 WEST BROAD STREET RICHMOND, VA 23230 | Â | Â | Â Vice President and Controller | Â | |

Signatures

/s/ David F. Kurzawa, by power of attorney 04/20/2016

**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 in equal installments on each of 02/20/2017 and 02/20/2018.
- (2) Restricted Stock Units settle in Class A Common Stock on a 1:1 basis.

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(3) Vests and converts to Class A Common Stock on 02/15/2017.

(4) Vests and converts to Class A Common Stock in equal installments on each of 03/20/2018 and 03/20/2019.

Vested in equal annual installments on each of 02/20/2015 and 02/20/2016. Remaining award vests in equal annual installments on each of 02/20/2017 and 02/20/2018. 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.

(6) Vested in equal annual installments on each of 02/15/2014, 02/15/2015 and 02/15/2016. Remaining award vests on 02/15/2017. 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) Vested in equal annual installments on each of 02/14/2013, 02/14/2014, 02/14/2015 and 02/14/2016. 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 in equal annual installments on each of 02/09/2012, 02/09/2013, 02/09/2014 and 02/09/2015. 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.

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

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