

Upton Jerome T  
Form 3  
January 07, 2011

**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 \*

Upton Jerome T  
(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)  
01/01/2011

3. Issuer Name and Ticker or Trading Symbol  
GENWORTH FINANCIAL INC [GNW]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

Director  10% Owner  
 Officer  Other  
(give title below) (specify below)  
Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

C/O GENWORTH FINANCIAL, INC., 6620 WEST BROAD STREET

(Street)

RICHMOND, VA 23230

(City) (State) (Zip)

**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

2,468

D

^

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 (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)	
Stock Options (right to buy)	09/13/2007	09/13/2012	Class A Common Stock	939	\$ 17.2822	D	Â
Stock Options (right to buy)	Â <u>(1)</u>	02/12/2019	Class A Common Stock	15,000	\$ 2.46	D	Â
Stock Options (right to buy)	Â <u>(2)</u>	05/25/2014	Class A Common Stock	4,166	\$ 7.8	D	Â
Stock Options (right to buy)	Â <u>(2)</u>	07/20/2015	Class A Common Stock	1,600	\$ 7.8	D	Â
Stock Options (right to buy)	Â <u>(2)</u>	08/09/2016	Class A Common Stock	1,800	\$ 7.8	D	Â
Stock Options (right to buy)	Â <u>(2)</u>	07/31/2017	Class A Common Stock	2,150	\$ 7.8	D	Â
Stock Options (right to buy)	Â <u>(3)</u>	02/13/2018	Class A Common Stock	4,000	\$ 7.8	D	Â
Stock Options (right to buy)	Â <u>(4)</u>	02/10/2020	Class A Common Stock	18,000	\$ 14.18	D	Â
Restricted Stock Units	Â <u>(5)</u>	Â <u>(5)</u>	Class A Common Stock	600	\$ <u>(10)</u>	D	Â
Restricted Stock Units	Â <u>(6)</u>	Â <u>(6)</u>	Class A Common Stock	717	\$ <u>(10)</u>	D	Â
Restricted Stock Units	Â <u>(7)</u>	Â <u>(7)</u>	Class A Common Stock	2,667	\$ <u>(10)</u>	D	Â
Restricted Stock Units	Â <u>(8)</u>	Â <u>(8)</u>	Class A Common Stock	2,222	\$ <u>(10)</u>	D	Â
Restricted Stock Units	Â <u>(9)</u>	Â <u>(9)</u>	Class A Common Stock	4,000	\$ <u>(10)</u>	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Upton Jerome T C/O GENWORTH FINANCIAL, INC. 6620 WEST BROAD STREET RICHMOND, VA 23230	Å	Å	Å Vice President	Å

## Signatures

/s/ Richard J. Oelhafen, Jr., by power of attorney

01/07/2011

\_\_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) Vested one third on 2/12/2010. Remaining award vests in equal annual installments on each of 2/12/2011 and 2/12/2012.
- (2) Vested one third on 8/19/2010. Remaining award vests in equal annual installments on each of 8/19/2011 and 8/19/2012.
- (3) Vested one fourth on 8/19/2010. Remaining award vests in equal annual installments on each of 8/19/2011, 8/19/2012 and 8/19/2013.
- (4) Vests in one-fourth annual installments beginning on 2/10/2011.
- (5) Vests and converts to Class A Common Stock on 8/09/2011.
- (6) Vests and converts to Class A Common Stock on 7/31/2012.
- (7) Vests and converts to Class A Common Stock 50% on each of 2/13/2011 and 2/13/2013.
- (8) Vests and converts to Class A Common Stock 50% on each of 2/12/2011 and 2/12/2012.
- (9) Vests and converts to Class A Common Stock in one-fourth annual installments beginning on 2/10/2011.
- (10) Restricted Stock Units settle in Class A Common Stock on a 1:1 basis.

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.