

Groh Kelly L  
Form 3  
May 17, 2012

**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 *              |         | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol                            |  |
| Â Groh Kelly L   |         | (Month/Day/Year)                     | GENWORTH FINANCIAL INC [GNW]   |  |
| (Last)   | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer                       | 5. If Amendment, Date Original Filed(Month/Day/Year) |
|  |         | 05/11/2012                           |  |  |
| C/O GENWORTH FINANCIAL, INC., Â 6620 WEST BROAD STREET |         |                                      | (Check all applicable)   |  |
| (Street)   |         |                                      | <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 & Controller  |  |
|  |         |                                      | 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  |  |
| RICHMOND, Â VA Â 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            | 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 |
|--|--|--|---------------------------|----------------------|--|
|--|--|--|---------------------------|----------------------|--|

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

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

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | Director      | 10% Owner | Officer                       | Other |
| Groh Kelly L<br>C/O GENWORTH FINANCIAL, INC.<br>6620 WEST BROAD STREET<br>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.