

Upton Jerome T  
Form 3  
January 07, 2011

**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)

<p>1. Name and Address of Reporting Person *</p> <p>Upton Jerome T</p> <p>(Last) (First) (Middle)</p> <p>C/O GENWORTH FINANCIAL, INC., 6620 WEST BROAD STREET</p> <p>(Street)</p> <p>RICHMOND, VA 23230</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/01/2011</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>GENWORTH FINANCIAL INC [GNW]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><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</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**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

