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Groh Kelly I Form 4											
March 16, 20 FORN Check th if no long	14 UNITE		Was	hington,	D.C. 205	549		COMMISSION NERSHIP OF	OMB Al OMB Number: Expires:	PPROVAL 3235-0287 January 31, 2005	
subject to Section 1 Form 4 o Form 5 obligatio may cont See Instru 1(b).	6. r Filed I ^{ns} Section I	oursuant to 17(a) of the	Section 1	SECUR 6(a) of the ility Hold	ITIES e Securiti ling Com	es Ex pany	chang Act of	e Act of 1934, f 1935 or Section	Estimated a burden hou response	rs per	
(Print or Type I	Responses)										
1. Name and Address of Reporting Person <u>*</u> Groh Kelly L			Symbol	2. Issuer Name and Ticker or Trading Symbol GENWORTH FINANCIAL INC				5. Relationship of Reporting Person(s) to Issuer			
	[GNW]						(Check all applicable)				
	(First) ORTH FINAN WEST BROA		(Month/D 03/15/20	-	ansaction			Director X Officer (give below) EVP & Ch		o Owner er (specify Officer	
				endment, Date Original nth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
(City)	(State)	(Zip)						Person			
		-						uired, Disposed of		•	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)		ear) Execution any	on Date, if /Day/Year)	3. 4. Securities Acquir Transaction(A) or Disposed of Code (Instr. 3, 4 and 5) (Instr. 8) (A) or		l of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Class A				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	03/15/2018			М	44,667	A	<u>(1)</u>	156,107	D		
Class A Common Stock	03/15/2018			F	20,145 (2)	D	\$ 2.94	135,962	D		
Class A Common Stock								1,275.208	I	by 401(k)	

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

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Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. l De Sec (In
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	03/15/2018		М	44,667	(3)	(3)	Class A Common Stock	44,667	

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			EVP & Chief Financial Officer				
Signatures							
/s/ David F. Kurzawa, by power of		03/16/2018					

attorney

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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) Restricted Stock Units settle in Class A Common Stock on a 1:1 basis.
- The Company withheld shares of common stock to satisfy the tax withholding obligation for the Reporting Person's Restricted Stock (2)Units that vested on March 15, 2018.
- (3) Restricted Stock Units vested and converted to Class A Common Stock on March 15, 2018.

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.