

FORM 4

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

OMB APPROVAL
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[] Check this box if no longer
subject to Section 16. Form 4 or
Form 5 obligations may
continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

| | | | | | |
|--|--|---|--|---|--|
| 1. Name and Address of Reporting Person * | | 2. Issuer Name and Ticker or Trading Symbol | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | |
| Schneider Kevin Douglas | | GENWORTH FINANCIAL INC GNW | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) EVP & Chief Operating Officer | |
| (Last) (First) (Middle) C/O GENWORTH FINANCIAL, INC., 6620 WEST BROAD STREET | | 3. Date of Earliest Transaction (MM/DD/YYYY) 2/20/2017 | | | |
| (Street) RICHMOND, VA 23230 | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) 2/21/2017 | | 6. Individual or Joint/Group Filing (Check Applicable Line) | |
| (City) (State) (Zip) | | | | <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 Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|------------------------------------|----------------|---|------------------------------|---|---|---------------|--------|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Class A Common Stock | 2/20/2017 | | M | | 26667 | A | (1) | 118124 | D | |
| Class A Common Stock | 2/20/2017 | | F | | 12680 (2) | D | \$4.01 | 105444 | D | |
| Class A Common Stock | 2/25/2017 (3) | | M | | 121667 | A | (1) | 227111 | D | |
| Class A Common Stock | 2/25/2017 (3) | | F | | 57852 (4) | D | \$4.04 | 169259 | D | |

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

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|-------------------|---|---------------------------------|---|--|-----|--|--------------------|--|----------------------------------|---|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Restricted Stock Units | (1) | 2/20/2017 | | M | | 26667 | | (5) | (5) | Class A Common Stock | 26667 | \$0.00 | 26666 | D | |
| Restricted Stock Units | (1) | 2/25/2017 (3) | | M | | 121667 | | (6) | (6) | Class A Common Stock | 121667 | \$0.00 | 243333 | D | |

Explanation of Responses:

- (1) Restricted Stock Units settle in Class A Common Stock on a 1:1 basis.
- (2) The Company withheld shares of common stock to satisfy the tax withholding obligation for the Reporting Person's Restricted Stock Units that vested on February 20, 2017.
- (3) This amendment is being filed to amend the Form 4 filed by the Reporting Person on February 21, 2017 to correct an inadvertent administrative error reporting the Transaction Date as February 18, 2017. The correct Transaction Date, together with a minor adjustment to the number of shares withheld for tax purposes, are reflected in this amended filing.
- (4) The Company withheld shares of common stock to satisfy the tax withholding obligation for the Reporting Person's Restricted Stock Units that vested on February 25, 2017.
- (5) Restricted Stock Units vested and converted to Class A Common Stock on February 20, 2017.
- (6) Restricted Stock Units vested and converted to Class A Common Stock on February 25, 2017.

Remarks:
 This amended Form 4 is filed to accurately report a Transaction Date of February 25, 2017 for certain restricted stock units. The previously described administrative error did not impact the transactions reported for February 20, 2017.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Schneider Kevin Douglas C/O GENWORTH FINANCIAL, INC. 6620 WEST BROAD STREET RICHMOND, VA 23230 | | | EVP & Chief Operating Officer | |

Signatures

/s/ David F. Kurzawa, by power of attorney

2/28/2017

**Signature of Reporting Person

Date

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

* 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).

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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