### MGIC INVESTMENT CORP

Form 4

January 25, 2007

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

subject to

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

1(b).

(Last)

(Instr. 3)

Common

Stock

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \* **HAGERTY THOMAS** 

(First)

2. Issuer Name and Ticker or Trading

Symbol

MGIC INVESTMENT CORP

5. Relationship of Reporting Person(s) to

Issuer

[MTG]

(Check all applicable)

(Month/Day/Year)

01/24/2007

X\_ Director 10% Owner Officer (give title Other (specify below)

C/O THOMAS H. LEE **COMPANY, 75 STATE STREET** 

(Street)

(Middle)

4. If Amendment, Date Original

3. Date of Earliest Transaction

Filed(Month/Day/Year)

A

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

D

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

**BOSTON, MA 02109** 

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

01/24/2007

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) (Instr. 4)

Ownership (Instr. 4)

Reported (A) Transaction(s)

(1)

or (Instr. 3 and 4)

Code V Amount Price (D)

A

850

12,749

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

(Month/Day/Year)

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SEC 1474 (9-02)

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title and A	Amount of	8. Pri
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	ctionNumber Expiration Date		Underlying Securities		Deriv	
Security	or Exercise		any	Code	of	(Month/Day	/Year)	(Instr. 3 and	4)	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e				(Instr
	Derivative				Securities	3				
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Share Units (2)	<u>(3)</u>					<u>(4)</u>	<u>(4)</u>	Common Stock	4,638.8266	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
<b>-</b>	Director	10% Owner	Officer	Other		
HAGERTY THOMAS C/O THOMAS H. LEE COMPANY 75 STATE STREET BOSTON, MA 02109	X					

# **Signatures**

Dan D. Stilwell, 01/25/2007 Attorney-in-fact

\*\*Signature of Reporting Person

## **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).
- These shares were awarded to the reporting person pursuant to the Issuer's 2002 Stock Incentive Plan and no price was paid by the reporting person for the shares.
- The reporting person participates in the MGIC Investment Corporation Deferred Compensation Plan for Non-Employee Directors under which units corresponding to shares of Common Stock of the Issuer ("Share Units") are acquired through compensation deferral. Dividends which would have been received on shares represented by Share Units are also invested in Share Units. The Share Units are settled in cash, generally at the time the reporting person ceases to be a Director of the Issuer.
- These Share Units do not have a specified dollar-denominated exercise or conversion price. (Their value is based, on a one-for-one basis, on the price of the Issuer's common stock on the New York Stock Exchange.)
- These Share Units do not become exercisable or expire on a fixed date. (Generally, the Share Units become payable at the time the reporting person ceases to be a Director of the Issuer.)

#### **Remarks:**

This Form 4 is being signed by the reporting person's attorney-in-fact pursuant to a previously filed power of attorney.

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.

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