Edgar Filing: MGIC INVESTMENT CORP - Form 4

MGIC INVE Form 4 March 01, 20	STMENT CO	RP									
FORM	Δ								OMB A	PPROVAL	
	SECURITIES AND EXCHANGE CO Washington, D.C. 20549					COMMISSION	OMB Number:	3235-0287			
Check this if no longe	-r	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF							Expires:	January 31, 2005	
subject to STATEMENT O Section 16.			F CHANGES IN BENEFICIAL OWN SECURITIES					NEKSHIP OF	Estimated a burden hou	average	
Form 4 or Form 5	Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchan						response	•			
obligation								ge Act of 1934, of 1935 or Sectio	n		
may conti See Instru	nue.		of the Inv	•	•	- ·			11		
1(b).	cuon	()			r	,					
(Print or Type R	esponses)										
1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relations JASTROW KENNETH M II Symbol Issuer					•	of Reporting Person(s) to					
			MGIC INVESTMENT CORP					(Check all applicable)			
(Last)	(First)	(Middle)					_X_ Director				
C/O TEMPLE-INLAND, INC., 1300			(Month/Day/Year) 03/01/2007					Officer (give titleOther (specify below)			
S. MO PAC	EXPRESSWA	ΑY									
				4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check			
			riled(Mon	th/Day/Year)				Applicable Line) _X_ Form filed by (
AUSTIN, TX	X 78746							Form filed by M Person	More than One Ro	eporting	
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed of	f, or Beneficial	lly Owned	
1.Title of Security	2. Transaction I (Month/Day/Ye		med 3. 4. Securities					5. Amount of 6 Securities I Beneficially (Owned I	6. Ownership Form: Direct	7. Nature of	
(Instr. 3)		any (Month/	Day/Year)	Disposed of (D) (Instr. 3, 4 and 5)			(D) or Indirect (I) (Instr. 4)		Beneficial Ownership (Instr. 4)		
						(A)		Reported Transaction(s)	(11541. 7)	(1150.7)	
a				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	03/01/2007			А	1,615	А	<u>(1)</u>	16,749	D		

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

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 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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) Disposed of (I (Instr. 3, 4, and 5)	Expiration (Month/Da or 0)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (I	Date Exercisabl	Expiration e Date	Title	Amount or Number of Shares	
Share Units <u>(2)</u>	<u>(3)</u>	03/01/2007		А	46.3864	<u>(4)</u>	(4)	Common Stock	46.3864	

er Officer Other

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Reporting Owners

Reporting Owner Name / Address			
	Director	10% Owne	
JASTROW KENNETH M II C/O TEMPLE-INLAND, INC. 1300 S. MO PAC EXPRESSWAY AUSTIN, TX 78746	Х		
Signatures			
Dan D. Stilwell, Attorney-in-fact	03/01/2	2007	

<u>**Signature of Reporting Person</u>

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Relationships

Pursuant to the Issuer's 2002 Stock Incentive Plan, the reporting person was awarded one and one-half (1 1/2) shares of restricted common stock/restricted stock units for each share of certain common stock or stock units (phantom stock) acquired by the reporting

 person under such Plan. The restrictions on these shares of awarded restricted common stock/restricted stock units generally terminate on April 1, 2008 if the reporting person remains as a director of the Issuer during such time, or earlier if the reporting person's service as a director of the Issuer terminates earlier for certain other reasons.

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.

- (2) Which units corresponding to shares of common block of the issuer (share only) are acquired unough compensation determin. 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.
- (3) 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.)
- (4) 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.)
- (5) These Share Units were acquired through phantom dividend reinvestment and no price was paid by the reporting person for the Share Units.

The number of Share Units beneficially owned by the reporting person includes Share Units owned prior to August 15, 1996, which were(6) and continue to be exempt from Section 16 of the Securities and Exchange Act of 1934. The reporting person disclaims any waiver of such exemption.

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.