Edgar Filing: MGIC INVESTMENT CORP - Form 4

MGIC INVE Form 4	STMENT CO	RP								
December 03	Л							• • • • •	PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number: Expires:	3235-0287 January 31,		
if no long subject to Section 1 Form 4 or	F CHAN	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES				Estimated average burden hours per response 0.8				
Form 5 obligatior may conti <i>See</i> Instru 1(b).	inue. Section 1	7(a) of the	Public Ut		ing Com	pany Ac	inge Act of 1934, t of 1935 or Sectio 1940	n		
(Print or Type R	Responses)									
LEHMAN MICHAEL E Symbo MGIC			Symbol	GIC INVESTMENT CORP			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	(First) INVESTMEN TION, 250 EA I AVENUE		3. Date of (Month/Da 12/03/20	-	insaction		X Director Officer (give below)		6 Owner er (specify	
				endment, Date Original onth/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
MILWAUK	EE, WI 53202						Form filed by M Person			
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	ecurities A	Acquired, Disposed of	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution D any (Month/Day/Year)		on Date, if	Ate, if TransactionAcquired (. Code Disposed o /Year) (Instr. 8) (Instr. 3, 4		(A) or of (D) 4 and 5)	Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock				Code V	Amount	(A) or (D) Pri	Transaction(s) (Instr. 3 and 4) ce	D		
Reminder: Rep	ort on a separate li	ine for each c	lass of secu	rities benefic	cially owne	d 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) 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. Pr Deriv Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Share Units <u>(1)</u>	<u>(2)</u>	12/03/2007		А	1.1562	(3)	(3)	Common Stock	1.4562	1

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Reporting Owners

Reporting Owner Name / Address	i	Relationships					
FS		Director	10% Owner	Officer	Other		
LEHMAN MICHAEL E C/O MGIC INVESTMENT CORPOR 250 EAST KILBOURN AVENUE MILWAUKEE, WI 53202	ATION	X					
Signatures							
Dan D. Stilwell, Attorney-in-fact	12/03/200	07					
**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).

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.

- (1) Which units corresponding to shares of common stock of the issuer (share onits) are acquired infough compensation determined. 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.
- (2) 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.)
- (3) 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.)
- (4) These Share Units were acquired through phantom dividend reinvestment and no price was paid by the reporting person for the Share Units.

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.