Karpowicz James A Form 4 March 03, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

may continue. See Instruction 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).

(Middle)

(Print or Type Responses)

1. Name and Address of Reporting Person *

Karpowicz James A

(Last)

2. Issuer Name and Ticker or Trading

Symbol

MGIC INVESTMENT CORP

[MTG]

MGIC PLAZA, 250 EAST KILBOURN AVENUE

(First)

(Street)

3. Date of Earliest Transaction

(Month/Day/Year) 02/28/2008

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify

below)

Senior Vice President

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

MILWAUKEE, WI 53202

(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common			Code V	Amount 15,900	(A) or (D)	Price \$ 0	Reported Transaction(s) (Instr. 3 and 4)				
Stock	02/28/2008		A	(1)	A	(3)	78,324	D			
Common Stock	02/28/2008		A	11,925 (2)	A	\$ 0 (3)	90,249	D			
Common Stock							837.729 (4)	I	By Issuer's Profit Sharing and Savings Plan		

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

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SEC 1474 (9-02)

> 8. Pr Deriv Secu (Inst

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	(Month/Day/Year) Execution Date, if any		4. 5. TransactionNumber Code of (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Mive es ed	Date Exercipiration D Ionth/Day/		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(Α) (Σ		ite ercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 45.375						<u>(5)</u>	01/26/2010	Common Stock	5,850
Employee Stock Options (Right to Buy)	\$ 57.88						<u>(6)</u>	01/24/2011	Common Stock	6,250
Employee Stock Options (Right to Buy)	\$ 63.8						<u>(6)</u>	01/23/2012	Common Stock	10,000
Employee Stock Options (Right to Buy)	\$ 43.7						<u>(7)</u>	01/22/2013	Common Stock	7,000
Employee Stock Options (Right to Buy)	\$ 68.2						<u>(8)</u>	01/28/2014	Common Stock	7,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Karpowicz James A MGIC PLAZA 250 EAST KILBOURN AVENUE MILWAUKEE, WI 53202

Senior Vice President

Signatures

Dan D. Stilwell, Attorney-in-Fact

02/28/2008

**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).
- These shares are subject to certain restrictions, and vest when such restrictions lapse. Partial vesting of these shares occurs on February 10 of each of the three years beginning in 2009, based on certain performance standards. If it is not possible to determine whether the performance standards have been met on any particular vesting date, the vesting date will be extended until such determination can be
- performance standards have been met on any particular vesting date, the vesting date will be extended until such determination can be made. Any of these shares not vested as of February 10, 2011 will be forfeited.
- (2) These shares are subject to certain restrictions, and vest when such restrictions lapse. One-third of these shares vest on February 10 of each of the three years beginning in 2009.
- (3) 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.
- (4) Balance as of December 31, 2007.
- Partial vesting of these options occurred on January 26 of each of the five years beginning in 2001, based on certain performance (5) standards. Any portion of the option which did not vest at January 26, 2005 will become vested on January 26, 2009 based on the
- reporting person's continued service to the Issuer.

 (6) All of these options are vested and exercisable in full.
- (7) One-fifth of these options vest on January 22 of each of the five years beginning in 2004.
- (8) One-fifth of these options vest on January 28 of each of the five years beginning in 2005.

Remarks:

This form is 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.

Reporting Owners 3