Edgar Filing: MGIC INVESTMENT CORP - Form 4

MGIC INVE Form 4 April 02, 200	STMENT CORP 8										
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FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287		
subject to				GES IN BENEFICIAL OWNERSHIP OF SECURITIES					Expires: January 31, 2005 Estimated average burden hours per response 0.5		
Form 5 obligation may conti	Form 5 obligations may continue. See Instruction 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									0.5	
(Print or Type R	esponses)										
CASE KARL E Symb MGI			mbol	C INVESTMENT CORP				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 106 CENTR	(First) (M	liddle) 3.	-	-	ansaction			X_ Director Officer (give below)		Owner er (specify	
				nendment, Date Original onth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
WELLESLE	EY, MA 02481							Form filed by M Person	fore than One Re	porting	
(City)	(State) (Zip)	Table	I - Non-De	erivative S	ecurit	ies Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	ear) Execution Date, if any		3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or			Securities Deneficially Owned Deneficially Council Deneficially Council Deneficially Council Deneficial Denefi	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial		
Common Stock	04/01/2008			Code V A	Amount 14,529 (1)	(D) A	Price \$ 0 (2)	(Instr. 3 and 4) 21,234	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)

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1. Title of Derivative	2. Conversion	2.3. Transaction Date3A. Deemed4.Conversion(Month/Day/Year)Execution Date, ifTransaction			5. Number of orDerivative		6. Date Exercisable and Expiration Date		7. Title and Amount of Underlying Securities	
Security	or Exercise		any	Code	Securities Acqu	(Month/Day/	(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	(A) or Disposed of					
	Derivative				(D)					
	Security				(Instr. 3, 4, and 5)					
							Date	Expiration	Title	Amount or Number of
				Code V	(A)	(D)	Exercisable	Date		Shares
Share Units (3)	<u>(4)</u>	03/31/2008		Р	2,492.8775 (<u>6)</u>		(5)	(5)	Common Stock	2,492.87

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer Other					
CASE KARL E 106 CENTRAL STREET WELLESLEY, MA 02481	Х							
Signatures								
Dan D. Stilwell, Attorney-in-fact	04	4/01/2008						

**Signature of Reporting Person

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).

Pursuant to the Issuer's 2002 Stock Incentive Plan, the reporting person is awarded one and one-half (1 1/2) shares of restricted common stock/restricted stock units for each share of common stock (referred to in footnote 1 above) acquired by the reporting person under such

- (1) Plan. The restrictions on these shares of restricted common stock/restricted stock units generally terminate thirteen months after the date of the award 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.
- (2) 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.

- (3) Which this corresponding to shares of common stock of the issuer ("Share Units") are acquired infough compensation defendat.
 (3) 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.
- (4) 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.)
- (5) 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.)
- (6) These Share Units were acquired through a deferral of director's fees.

The number of Share Units beneficially owned by the reporting person includes Share Units owned prior to August 15, 1996, which were (7) 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:

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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.