Edgar Filing: MGIC INVESTMENT CORP - Form 4

MGIC INVES Form 4 April 02, 200	STMENT CORP 8										
FORM A								PPROVAL			
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287		
Check this box if no longer subject to Section 16. Form 4 or				GES IN I SECUR		CIAI	L OW	NERSHIP OF	burden hou	Expires: January 3 200 Estimated average burden hours per response 0.	
Form 5 obligation may conti <i>See</i> Instru- 1(b).	s Section 17(a) of the]	Public Ut		ing Com	pany	Act of	e Act of 1934, f 1935 or Sectio 40			
(Print or Type R	esponses)										
Ν			2. Issuer Name and Ticker or Trading Symbol MGIC INVESTMENT CORP [MTG]				3	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 13 FLINT ST	· · · ·	iddle)	3. Date of (Month/Date) (Month/	-	ansaction			X_ Director Officer (give below)		Owner er (specify	
			nendment, Date Original Ionth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
MARBLEHI	EAD, MA 01945								fore than One Re		
(City)	(State) (Zip)	Table	e I - Non-D	erivative S	ecurit	ies Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Executio any	1			6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial				
Common Stock	04/01/2008			А	18,375 (1)	A	\$ 0 (2)	45,902	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)

Edgar Filing: MGIC INVESTMENT CORP - Form 4

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transactio Code	5. Number of orDerivative Securities Acquired		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)						
	Derivative Security				(D) (Instr. 3, 4, and 5)					
	Security				(Instr. 5, 4, and 5)					
							Date Exercisable	Expiration Date	Title	Amount or Number of
				Code V	(A)	(D)	Exclusable	Date		Shares
Share Units (3)	<u>(4)</u>	03/31/2008		Р	3,561.2536 <u>(6)</u>		(5)	(5)	Common Stock	3,561.25

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
KEARNEY DANIEL P 13 FLINT STREET MARBLEHEAD, MA 01945	Х							
Signatures								
Dan D. Stilwell, Attorney-in-fact	04	/01/2008						

**Signature of Reporting Person

Explanation of Responses:

Date

- * 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).

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 units corresponding to shares of common stock of the issuer ("share offits") are acquired infough compensation deferral.
 (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.

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.

Edgar Filing: MGIC INVESTMENT CORP - Form 4

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.