Meade Michael G Form 4 January 28, 2009

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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

(Print or Type Responses)

1(b).

(Last)

(City)

1. Name and Address of Reporting Person *

Meade Michael G

(First) (Middle)

MGIC PLAZA, 250 EAST

KILBOURN AVENUE

(Street)

(State)

01/28/2009

MILWAUKEE, WI 53202

(Zip)

2. Issuer Name and Ticker or Trading

Symbol

MGIC INVESTMENT CORP [MTG]

3. Date of Earliest Transaction (Month/Day/Year)

01/28/2009

4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

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

below)

Senior VP & Chief Info Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D)

Code V Amount (D)

4. Securities

(Instr. 3, 4 and 5) (A)

or

5. Amount of Securities Beneficially Owned Following Reported

(D) or Indirect (I) (Instr. 4)

I

Form: Direct Indirect Beneficial Ownership (Instr. 4)

6. Ownership 7. Nature of

Transaction(s) (Instr. 3 and 4) Price

D 1,659 \$0 D D 61,939

Common Stock

Common

Stock

110,790.4152 (1)

By Issuer's Profit Sharing and Savings

Plan

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 SEC 1474 (9-02)

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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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day /e s l	Date	Underlying Securities (Instr. 3 and 4)		8. Pri Deriv Secu (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Options (Right to Buy)	\$ 46.0625					(2)	05/05/2009	Common Stock	3,000	
Employee Stock Options (Right to Buy)	\$ 45.375					(2)	01/26/2010	Common Stock	25,000	
Employee Stock Options (Right to Buy)	\$ 57.88					(2)	01/24/2011	Common Stock	12,500	
Employee Stock Options (Right to Buy)	\$ 63.8					(2)	01/23/2012	Common Stock	20,000	
Employee Stock Options (Right to Buy)	\$ 43.7					(2)	01/22/2013	Common Stock	13,250	
Employee Stock Options	\$ 68.2					(2)	01/28/2014	Common Stock	13,250	

(Right to Buy)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Meade Michael G MGIC PLAZA 250 EAST KILBOURN AVENUE MILWAUKEE, WI 53202

Senior VP & Chief Info Officer

Signatures

Dan D. Stilwell, Attorney-in-Fact

01/28/2009

Date

**Signature of Reporting Person

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).
- (1) Balance as of January 23, 2009.
- (2) All of these options are vested and exercisable in full.

Remarks:

The reporting person serves as Senior Vice President - Information Services and Chief Information Officer of the Issuer's prince Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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