Mattke Timothy J. Form 4 May 29, 2009

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

January 31, Expires:

**OMB APPROVAL** 

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Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Mattke Timothy J.

(First)

(Middle)

2. Issuer Name and Ticker or Trading Symbol

MGIC INVESTMENT CORP [MTG]

3. Date of Earliest Transaction

(Month/Day/Year)

05/29/2009

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

VP - CAO & Controller

Director 10% Owner X\_ Officer (give title Other (specify below)

MGIC PLAZA, 250 EAST KILBOURN AVENUE

> (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

MILWAUKEE, WI 53202

| (City)                               | (State) (Z                           | (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |        |                        |  |           |  |  |   |  |
|--------------------------------------|--------------------------------------|--|--------|------------------------|--|-----------|--|--|---|--|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date (Month/Day/Year) | Transaction Date 2A. Deemed Execution Date, if any (Month/Day/Year)                    |        | onAcquired<br>Disposed | Securities equired (A) or esposed of (D) estr. 3, 4 and 5) |           | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
| Common<br>Stock                      | 05/29/2009                           |  | Code V | Amount 5,000 (1)       | or<br>(D)  | Price (2) | (Instr. 3 and 4)<br>8,346  | D  |   |  |
| Common<br>Stock                      |                                      |  |        |                        |  |           | 954.9614   | I  | By Issuer's<br>Profit<br>Sharing<br>and<br>Savings                |  |

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

Plan

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2.          | 3. Transaction Date | 3A. Deemed         | 4.                | 5.         | 6. Date Exerc   | cisable and | 7. Titl   | e and    | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|-------------------|------------|-----------------|-------------|-----------|----------|-------------|-------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | TransactionNumber |            | Expiration Date |             | Amou      | nt of    | Derivative  | Deriv |
| Security    | or Exercise |                     | any                | Code              | of         | (Month/Day/     | Year)       | Under     | lying    | Security    | Secui |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8)        | Derivative | e               |             | Securi    | ities    | (Instr. 5)  | Bene  |
|             | Derivative  |                     |                    |                   | Securities |                 |             | (Instr.   | 3 and 4) |             | Own   |
|             | Security    |                     |                    |                   | Acquired   |                 |             |           |          |             | Follo |
|             | •           |                     |                    |                   | (A) or     |                 |             |           |          |             | Repo  |
|             |             |                     |                    |                   | Disposed   |                 |             |           |          |             | Trans |
|             |             |                     |                    |                   | of (D)     |                 |             |           |          | (Instr      |       |
|             |             |                     |                    |                   | (Instr. 3, |                 |             |           |          |             | · ·   |
|             |             |                     |                    |                   | 4, and 5)  |                 |             |           |          |             |       |
|             |             |                     |                    |                   |            |                 |             |           |          |             |       |
|             |             |                     |                    |                   |            |                 |             |           | Amount   |             |       |
|             |             |                     |                    |                   |            | Date            | Expiration  | <b></b> . | or       |             |       |
|             |             |                     |                    |                   |            | Exercisable     | ^           | Title I   | Number   |             |       |
|             |             |                     |                    |                   |            |                 |             | of        |          |             |       |
|             |             |                     |                    | Code V            | (A) (D)    |                 |             |           | Shares   |             |       |

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Mattke Timothy J. **MGIC PLAZA** 250 EAST KILBOURN AVENUE MILWAUKEE, WI 53202

VP - CAO & Controller

## **Signatures**

Dan D. Stilwell 05/29/2009 \*\*Signature of Date 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).
- These shares are subject to certain restrictions, and vest when such restrictions lapse. Partial vesting of these shares occurs on May 29 of each of the three years beginning in 2010, based on certain performance standards. If it is not possible to determine whether the **(1)** 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 May 29, 2012 will be forfeited.
- These Share Units 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 Share Units.

This Form 4 is being signed by the reporting person's attorney-in-fact pursuant to a previously filed power of attorney.

Reporting Owners 2

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