### MGIC INVESTMENT CORP

Form 4

February 06, 2006

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL** OMB

Number:

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Check this box

**SECURITIES** 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. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* PIERZCHALSKI LAWRENCE J

(First)

2. Issuer Name and Ticker or Trading

Symbol

MGIC INVESTMENT CORP

[MTG]

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

MGIC PLAZA, 250 EAST

3. Date of Earliest Transaction

(Month/Day/Year) 02/06/2006

Director 10% Owner \_X\_\_ Officer (give title Other (specify

below) **Executive Vice President** 

KILBOURN AVENUE

(Street) 4. If Amendment, Date Original

(Middle)

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)                                 | (Zip) Tab   | ole I - Non-    | -Derivative              | Secu                  | rities Acquii    | red, Disposed of,  | or Beneficial  | y Owned   |
|--------------------------------------|---|---|-----------------|--------------------------|-----------------------|------------------|--|--|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | Code (Instr. 8) | omr Dispos<br>(Instr. 3, | ed of (4 and 3 (A) or | 5)               | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
| Common<br>Stock                      | 02/03/2006                              |   | Code V M        | Amount 30,000            | (D)                   | Price \$ 36.4375 | 104,309  | D  |   |
| Common<br>Stock                      | 02/03/2006                              |   | S               | 24,324                   | D                     | \$ 64.12         | 79,985   | D  |   |
| Common<br>Stock                      | 02/03/2006                              |   | F               | 5,676                    | D                     | \$ 64.83         | 74,309   | D  |   |
| Common<br>Stock                      |   |   |                 |                          |                       |                  | 2.477 (1)  | I  | By<br>Issuer's<br>Profit<br>Sharing                               |

## Edgar Filing: MGIC INVESTMENT CORP - Form 4

and Savings Plan

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

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SEC 1474 (9-02)

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

|   |   |                                      |   | -                                      |   |        |  |                    |   |                                     |
|---|---|--------------------------------------|---|--|---|--------|--|--------------------|---|-------------------------------------|
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |        | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                    | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                                     |
|   |   |                                      |   | Code V                                 | (A)   | (D)    | Date<br>Exercisable                                      | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Shares |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 36.4375  | 02/03/2006                           |   | M                                      |   | 30,000 | (2)  | 01/22/2007         | Common<br>Stock   | 30,000                              |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 46.0625  |                                      |   |  |   |        | <u>(2)</u>   | 05/05/2009         | Common<br>Stock   | 25,000                              |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 45.375   |                                      |   |  |   |        | <u>(7)</u>   | 01/26/2010         | Common<br>Stock   | 50,000                              |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 57.88  |                                      |   |  |   |        | <u>(6)</u>   | 01/24/2011         | Common<br>Stock   | 25,000                              |
| Employee<br>Stock<br>Option<br>(Right to            | \$ 63.8   |                                      |   |  |   |        | (5)  | 01/23/2012         | Common<br>Stock   | 40,000                              |

Buy)

Employee

Stock

Common (3) 01/22/2013 Option \$ 43.7 27,000 Stock

(Right to Buy)

Employee Stock

Option

\$ 68.2

Common 01/28/2014 (4) 27,000 Stock

(Right to Buy)

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

PIERZCHALSKI LAWRENCE J **MGIC PLAZA** 250 EAST KILBOURN AVENUE MILWAUKEE, WI 53202

**Executive Vice President** 

## **Signatures**

Dan D. Stilwell, 02/06/2006 Attorney-in-fact

\*\*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).
- **(1)** Number of shares as of December 31, 2005.
- **(2)** All of these options are vested and exercisable in full.
- One-fifth of these options vest on January 22 of each of the five years beginning in 2004. **(3)**
- One-fifth of these options vest on January 22 of each of the five years beginning in 2005. **(4)**
- **(5)** One-fifth of these options vest on January 23 of each of the five years beginning in 2003.
- One-fifth of these options vest on January 24 of each of the five years beginning in 2002. **(6)**
- Partial vesting of these options occurred on January 26 of each of the five years beginning in 2001, based on certain performance **(7)** 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.

#### **Remarks:**

The reporting person serves as Executive Vice President - Risk Management of the Issuer's principal operating subsidiary, Mo 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.

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