

RADIAN GROUP INC
Form 5
February 14, 2005

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person *
KAMARCK MARTIN

(Last) (First) (Middle)

RADIAN GROUP INC., 1601
MARKET STREET

(Street)

PHILADELPHIA, PA 19103

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
RADIAN GROUP INC [RDN]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2004

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President of Enhance Financial

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or (D) Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|

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

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SEC 2270 (9-02)

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 | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Pr Deri Secu (Inst |
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|---|-----------------------|
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|---|-----------------------|

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| Derivative Security | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
|----------------------------|---|------------|------------------|-----------------|-------|--|---|
| | (A) | (D) | | | | | |
| Dividend Equivalent Rights | \$ 0 ⁽¹⁾ | 03/24/2004 | Â | A4 | 2 | Â Â ⁽²⁾ Â ⁽²⁾ Common Stock | 2 |
| Dividend Equivalent Rights | \$ 0 ⁽¹⁾ | 06/23/2004 | Â | A4 | 1 | Â Â ⁽²⁾ Â ⁽²⁾ Common Stock | 1 |
| Dividend Equivalent Rights | \$ 0 ⁽¹⁾ | 09/22/2004 | Â | A4 | 2 | Â Â ⁽²⁾ Â ⁽²⁾ Common Stock | 2 |
| Dividend Equivalent Rights | \$ 0 ⁽¹⁾ | 12/22/2004 | Â | A4 | 1 | Â Â ⁽²⁾ Â ⁽²⁾ Common Stock | 1 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KAMARCK MARTIN RADIAN GROUP INC. 1601 MARKET STREET PHILADELPHIA, PA 19103 | Â X | Â | Â President of Enhance Financial | Â |

Signatures

Howard S. Yaruss /s/ Howard S. Yaruss (power of attorney) 02/14/2005

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) 1-for-1
- (2) The dividend equivalent rights were credited on shares of phantom stock held by the reporting person and will be settled concurrently with the phantom stock.
- (3) N/A
- (4)

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This Form 5 reports a total of six additional shares acquired in 2004 as a result of dividend equivalents credited based on outstanding phantom stock units.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.