MGIC INVESTMENT CORP

Form 4

February 15, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31,

2005

0.5

Estimated average burden hours per response...

OMB APPROVAL

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

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

ABBOTT JAMES A

MGIC INVESTMENT CORP [MTG]

(Check all applicable)

(Last)

(First)

(Street)

(Middle)

3. Date of Earliest Transaction

4. If Amendment, Date Original

X_ Director Officer (give title

10% Owner Other (specify

138-12 CHEROKEE ROAD

02/15/2013

(Month/Day/Year)

Filed(Month/Day/Year)

3.

below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

CHARLOTTE, NC 28207

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed

(Month/Day/Year) Execution Date, if

(Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

4. Securities

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect Beneficial (D) or Ownership Indirect (I) (Instr. 4) (Instr. 4)

SEC 1474

(9-02)

(A)

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

or Code V Amount (D) Price

Common Stock

37,978

D

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

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Ni	umber of	6. Date Exercisab	le and	7. Title and A	Amour
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative Securities		Expiration Date		Underlying Securit		
Security	or Exercise		any	Code	Acqı	aired (A) or	(Month/Day/Year	r)	(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Disposed of (D)						
	Derivative			(Instr. 3, 4, and 5)						
	Security									
							Date Exercisable	Expiration Date	Title	Amo
				Code V	(A)	(D)				Shar
Share Units (1)	(2) (3)	02/15/2013		C		25,316.4557	02/01/2013(4)	(5)	Common Stock	25,3

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 6	Director	10% Owner	Officer	Other			
ABBOTT JAMES A 138-12 CHEROKEE ROAD CHARLOTTE, NC 28207	X						

Signatures

Dan D. Stilwell, Attorney-in-fact 02/15/2013

**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) 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 awarded to the reporting person.
- (2) 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.)
- (3) These Share Units are settled in cash, on a specified date, unless a qualified election for later distribution is made by the reporting person.
- (4) The converted Share Units were subject to certain restrictions and vested on February 1, 2013 when such restrictions lapsed.
- (5) These Share Units do not expire on a fixed date. Under certain circumstances, the Share Units are subject to forfeiture if the reporting person ceases to be a Director of the issuer before the lapse of restrictions on the Share Units.

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. 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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