Edgar Filing: MGIC INVESTMENT CORP - Form 4

Form 4	STMENT CO)RP									
January 28, 2 FORM Check thi	I 4 UNITE	ED STATES	TES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549					-	PPROVAL 3235-0287 January 31,		
subject to Section 16. SECURITIES STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16.							Estimated burden hou response	2009 I average burs per			
Nicolaisen Donald T Symbo				GIC INVESTMENT CORP			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
	(First) INVESTMEN FION, 250 EA J AVENUE		3. Date of (Month/Da 01/26/20	•	insaction		X Director Officer (give below)		6 Owner er (specify		
	Filed(Mont				endment, Date Original onth/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 			
MILWAUK (City)	EE, WI 53202 (State)	2 (Zip)	T-11		· · · · · · · · · · · · · · · · · · ·	•••	Person				
	. ,						quired, Disposed o		-		
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	ear) Executi any	emed on Date, if /Day/Year)	3. Transactic Code (Instr. 8) Code V	4. Securit onAcquired Disposed (Instr. 3, 4	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock				Coue V	7 mount		26,399	D			
Reminder: Repo	ort on a separate	line for each c	lass of secur	ities benefi	cially owne	d directly or	indirectly.				

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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 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. Transactio Code (Instr. 8)	5. Number of iorDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securit (Instr. 3 and 4)	
	Security			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Shar
Share Units <u>(1)</u>	(2) (3)	01/26/2015		А	11,135.8575	. ,	02/01/2016(4)	(5)	Common Stock	11,

Reporting Owners

Reporting Owner Name / Add	Relationships					
		Director	10% Owner	Officer	Other	
Nicolaisen Donald T C/O MGIC INVESTMENT CORF 250 EAST KILBOURN AVENUE MILWAUKEE, WI 53202		Х				
Signatures						
Dan D. Stilwell, Attorney-in-Fact	01/26/201	5				
**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).
- The reporting person participates in the MGIC Investment Corporation Deferred Compensation Plan for Non-Employee Directors under (1)which units corresponding to shares of Common Stock of the Issuer ("Share Units") are awarded to the reporting person.
- These Share Units do not have a specified dollar-denominated exercise or conversion price. (Their value is based, on a one-for-one basis, (2) 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.
- The Share Units awarded on this transaction date are subject to certain restrictions, and vest when such restrictions lapse. The restrictions (4) lapse on February 1, 2016.
- These Share Units do not expire on a fixed date. Under certain circumstances, the Share Units are subject to forfeiture if the reporting (5) person ceases to be a Director of the issuer before the lapse of restrictions on the Share Units.
- These Share Units were awarded to the reporting person pursuant to the Issuer's Deferred Compensation Plan for Non-Employee (6)Directors and no price was paid by the reporting person for 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.