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MGIC INVES Form 4 January 25, 2		RP									
FORM Check this if no longe	s box	 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 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 20(b) of the Immediate Company Act of 1040 								OMB APPROVAL OMB 3235-0287 Number: January 31, 2005 Estimated average burden hours per response 0.5	
subject to Section 16 Form 4 or Form 5 obligation may contin <i>See</i> Instruct 1(b).	5. Filed J s nue. Section 1 ction										
(Print or Type R 1. Name and Ac SINKS PAT	dress of Reporti	ng Person <u>*</u>	Symbol		Ticker or T	-		5. Relationship of Issuer (Chec	Reporting Pers k all applicable		
	(First) NVESTMEN TION, 250 EA AVENUE		3. Date of (Month/D 01/23/2	-	ransaction			Director Officer (give below) Presi		Owner er (specify	
Filed(Mor				nendment, 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 			
(City)	EE, WI 53202 (State)	(Zip)						Person			
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	Date 2A. Deer ar) Executio any		3.	erivative Securitie 4. Securitie on(A) or Disp (Instr. 3, 4) Amount	es Acqu posed c	uired of (D)	uired, Disposed of 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	•	
Common Stock	01/23/2017			A	308,000 (1)	A	\$ 0 (2)	1,484,926	D		

Reminder: Report on a separate line for each class of securities beneficially owned 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)

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)	TransactionNumber Expiration Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pı Deri Secu (Inst		
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Common Stock	\$ 0 <u>(3)</u>					(4)	(5)	Common Stock	10,615.909	

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Reporting Owners

Reporting Owner Name / Address		Relationships						
FF - FFF - FFFFFFFFFFF - FFFFFFFFFFF - FFF - FFFFFF - FFFFF - FFFF - FFFFF - FFFF - FFFF - FFF - FFF - FFFFF - FFFF - FFFFFFFFFFF - FF - FFFF - FFF - FFF - FFF - F	Directo	r 10% Owner	Officer	Other				
SINKS PATRICK C/O MGIC INVESTMENT CORPOR 250 EAST KILBOURN AVENUE MILWAUKEE, WI 53202	ATION		President and CEO					
Signatures								
Dan D. Stilwell, Attorney-in-Fact	01/25/2017							
**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).

These share units are subject to certain restrictions, and vest to the extent such restrictions lapse. Vesting of these share units occurs on March 4, 2020, based on certain performance standards. If it is not possible to determine whether the performance standards have been

- (1) Match 4, 2020, based on certain performance standards. If it is not possible to determine whether the performance standards have been met on such vesting date, the vesting date will be extended until such determination can be made. Any of these share units which have not vested on March 4, 2020 will be forfeited
- (2) These share units were awarded to the reporting person pursuant to the Issuer's 2015 Omnibus Incentive Plan and no price was paid by the reporting person for the share units.
- (3) The conversion price varies with the price of the Issuer's common stock. At any given time, the conversion price is equal to the closing price of the Issuer's common stock on the New York Stock Exchange on the previous trading day.
- (4) These derivative securities may be exercised at any time.
- (5) These derivative securities do not have any expiration date.

(6) Balance as of December 31, 2016

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.