

MGIC INVESTMENT CORP
 Form 4
 February 06, 2006

FORM 4 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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 CULVER CURT S

2. Issuer Name and Ticker or Trading Symbol
 MGIC INVESTMENT CORP
 [MTG]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 MGIC PLAZA, 250 EAST
 KILBOURN AVENUE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/02/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman and CEO

MILWAUKEE, WI 53202

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)	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)
			Code	V	Amount or Price		
Common Stock	02/02/2006		M		125,000 A \$ 36.4375	367,569	D
Common Stock	02/02/2006		F		44,000 D \$ 65.54	323,569	D
Common Stock	02/02/2006		F		15,182 D \$ 65.54	308,387	D
Common Stock	02/02/2006		F		8,797 D \$ 65.54	299,590	D
Common Stock	02/02/2006		S		37,059 D \$ 64.6962	262,531	D

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Common Stock 02/03/2006 G V 160 D (1) 262,371 D

Common Stock 12,473.031 (2) I By Issuer's Profit Sharing and Savings Plan

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)

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. Transaction Code (Instr. 8)	5. Number of Derivative 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 Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Options (Right to Buy)	\$ 36.4375	02/02/2006		M	125,000	<u>(3)</u> 01/22/2007	Common Stock 125,000
Employee Stock Options (Right to Buy)	\$ 33.8125					<u>(3)</u> 01/22/2007	Common Stock 64,709
Employee Stock Options (Right to Buy)	\$ 46.0625					<u>(3)</u> 05/05/2009	Common Stock 75,000
Employee Stock Options (Right to Buy)	\$ 45.375					<u>(4)</u> 01/26/2010	Common Stock 150,000

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- (6) One-fifth of these options vest on January 23 of each of the five years beginning in 2003.
- (7) One-fifth of these options vest on January 22 of each of the five years beginning in 2004.
- (8) One-fifth of these options vest on January 28 of each of the five years beginning in 2005.

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.

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