#### **ENGELMAN DAVID S**

Form 4

September 28, 2009

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

0.5

Expires: January 31, 2005

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Check this box

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

obligations may continue.

See Instruction

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 Ad ENGELMAI	•	_	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			MGIC INVESTMENT CORP [MTG]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	_X Director 10% Owner Officer (give title Other (specify below)			
P.O. BOX 648 (Street)			09/18/2009	6. Individual or Joint/Group Filing(Check			
			4. If Amendment, Date Original				
			Filed(Month/Day/Year)	Applicable Line)			
RANCHO SANTA FE, CA 90267				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State) (Z	Zip) Table	I - Nor	ı-De	rivative S	ecurit	ties Acc	quired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transaction		4. Securities nAcquired (A) or			5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
(Instr. 3)	()	any	Code (Instr. 8)		Disposed of (D)					
	(Month/Day/Year) (Instr.		(msu.	str. 8) (Instr. 3, 4 and 5)			3)	Following	(Instr. 4)	(Instr. 4)
						(A) or		Reported Transaction(s)		
			Code	V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	09/18/2009		G	V	200	D	<u>(1)</u>	25,099.8	D	
Common Stock	09/18/2009		G	V	200	D	<u>(1)</u>	24,899.8	D	
Common Stock								11,063	I	By Trust

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

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#### number.

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	Execution Date, if	4. Transaction	5. onNumber of	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and	Securities
(Instr. 3)	Price of Derivative Security		any (Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		,	(HISH. 3 and	+)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Share Units (3)	<u>(4)</u>					04/01/2010(5)	<u>(6)</u>	Common Stock	32,258.0645 (2)

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
ENGELMAN DAVID S P.O. BOX 648 RANCHO SANTA FE, CA 90267	X						

### **Signatures**

Dan D. Stilwell, Attorney-in-fact 09/28/2009

\*\*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) These shares were given as a gift for which no consideration was received by the reporting person.
- (2) These shares are owned by a trust of which the reporting person is a trustee and, with members of his family, a beneficiary. The reporting person disclaims ownership of these shares, except to the extent of his pecuniary interest in the trust.
- (3) 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. The Share Units are settled in cash, generally at the time the reporting person ceases to be a Director of the Issuer, unless a qualified election for earlier distribution is made by the reporting person.
- (4) 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.)
- (5) These Share Units are subject to certain restrictions, and vest when such restrictions lapse. The restrictions generally lapse on April 1, 2010.

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(6) 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 is 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.