#### MGIC INVESTMENT CORP

Form 4 January 07, 2010

## 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

**OMB APPROVAL** 

response...

subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

if no longer

Check this box

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)

5. Relationship of Reporting Person(s) to

Issuer

1. Name and Address of Reporting Person \* CASE KARL E

(First)

(Street)

Symbol MGIC INVESTMENT CORP

2. Issuer Name and Ticker or Trading

(Check all applicable)

[MTG]

(Last)

(Middle)

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

4. If Amendment, Date Original

X\_ Director Officer (give title

10% Owner Other (specify

106 CENTRAL STREET

12/28/2009

3.

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

4. Securities Acquired

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

WELLESLEY, MA 02481

(City) (State) (Zip)

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

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

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

6. Ownership 7. Nature of 5. Amount of Securities Form: Direct Indirect Beneficially Beneficial (D) or Indirect (I) Owned Ownership Following (Instr. 4) (Instr. 4) Reported

(A) or (D)

\$0

Transaction(s) (Instr. 3 and 4)

Price

Common Stock

12/28/2009

V 14.529 D

Amount

6,705

D

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

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SEC 1474 (9-02)

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)	4. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and A Underlying S (Instr. 3 and	Securities
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Share Units (2)	<u>(3)</u>				<u>(4)</u>	<u>(4)</u>	Common Stock	40,870.9537

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
Transfer and the same and the s	Director	10% Owner	Officer Othe			
CASE KARL E						
106 CENTRAL STREET	X					
WELLESLEY, MA 02481						

# **Signatures**

Dan D. Stilwell, Attorney-in-fact

\*\*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.
- 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.
- (3) 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.)
- (4) These Share Units do not become exercisable or expire on a fixed date. (Generally, the Share Units become payable at the time the reporting person ceases to be a Director of the Issuer, unless a qualified election for an earlier payout has been made by the Director.)
- The number of Share Units beneficially owned by the reporting person includes Share Units owned prior to August 15, 1996, which were (5) and continue to be exempt from Section 16 of the Securities and Exchange Act of 1934. The reporting person disclaims any waiver of such exemption.
- (6) Under the qualified election referred to above, certain remaining Share Units of the reporting person are scheduled to be paid out in one remaining installment payment on July 1, 2010.

#### **Remarks:**

Reporting Owners 2

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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

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