Edgar Filing: MGIC INVESTMENT CORP - Form 4

MGIC INVEST Form 4 October 05, 201		P								
FORM 4								OMB A	PPROVAL	
	UNITED	STATES		RITIES A			COMMISSION	N OMB Number:	3235-0287	
Check this bo if no longer		STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								
subject to Section 16. Form 4 or										
Form 5 obligations may continue <i>See</i> Instructio 1(b).	Section 17	(a) of the l	Public U	tility Hol	ding Cor		nge Act of 1934, of 1935 or Sectio 940	on		
(Print or Type Resp	onses)									
1. Name and Addree KOEPFGEN B	Symbol	er Name an INVEST		-	5. Relationship of Reporting Person(s) to Issuer					
			[MTG]			on	(Check all applicable)			
(Last)	3. Date of Earliest Transaction (Month/Day/Year) 10/04/2011				Director 10% Owner Officer (give titleX Other (specify below) below) Former Director					
KILBOURN A			10/0 //2				F	ormer Director		
(Street) 4. If Amendment, Dat Filed(Month/Day/Year) MILWAUKEE, WI 53202					-	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
		(Zin)					Person			
(City)	(State)	(Zip)					cquired, Disposed		-	
	ransaction Date onth/Day/Year)		Date, if		4. Securit onAcquired Disposed (Instr. 3, 4) Amount	(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Report of	on a separate line	e for each cl	ass of sec	urities bene	ficially ow	ned directly of	or indirectly.			
					inforn requi	nation cont red to respo ays a curre	spond to the colle ained in this form ond unless the for ntly valid OMB co	n are not rm	SEC 1474 (9-02)	
	Tab					posed of, or convertible s	Beneficially Owned securities)	1		

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	Title and Amour
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative Securities	Expiration Date	Underlying Securit

Edgar Filing: MGIC INVESTMENT CORP - Form 4

Security (Instr. 3)	or Exercise Price of Derivative	any (Month/Day/Year)		CodeAcquired (A) or(Instr. 8)Disposed of (D)(Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)			
	Security			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Shar
Share Units (1)	(2)	10/04/2011		D			11,123.4705	04/01/2012 <u>(3)</u>	(4)	Common Stock	11,

Reporting Owners

Reporting Owner Name / Address		Relationships							
		rector	10% Owner	Officer	Other				
KOEPFGEN BRUCE L MGIC PLAZA 250 EAST KILBOURN AV MILWAUKEE, WI 53202	'ENUE				Former Director				
Signatures									
Dan D. Stilwell	10/04/2011								
**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 participated 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") were 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

- (1) Onits are setted in cash, generarly at the time the reporting person ceases to be a Director of the issuer, timess a qualified election for earlier distribution is made by the reporting person. However, under some circumstances the Share Units may be forfeited by the reporting person if the reporting person ceases to be a Director of the Issuer prior to the lapse of restrictions applicable to the Share Units.
- (2) 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.)
- (3) These Share Units are subject to certain restrictions and vest when such restrictions lapse. The restrictions generally lapse on April 1, 2012.
- (4) These Share Units do not expire on a fixed date.
- (5) These Share Units were forfeited by the reporting person when he resigned as a Director of the Issuer and no price was paid or received by the reporting person for the Share Units.

Remarks:

This Form 4 is being signed and filed on behalf of the reporting person by the reporting person's attorney-in-fact pursuant to a

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.