MGIC INVESTMENT CORP

Form 4

February 01, 2012

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:

OMB APPROVAL

January 31, 2005

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if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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)

1. Name and Address of Reporting Person * MCINTOSH WILLIAM A

2. Issuer Name and Ticker or Trading

Issuer

Symbol

MGIC INVESTMENT CORP

(Check all applicable)

5. Relationship of Reporting Person(s) to

[MTG]

(Last) (First) (Middle)

3. Date of Earliest Transaction

X_ Director 10% Owner Officer (give title Other (specify

(Month/Day/Year) 525 SHERIDAN ROAD

01/30/2012

6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person

D

Form filed by More than One Reporting

Person

below)

KENILWORTH, IL 60043

(City) (State) (Zip)

(Street)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed

(Month/Day/Year) Execution Date, if

(Month/Day/Year)

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

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial (D) or Ownership Indirect (I) (Instr. 4) (Instr. 4)

(A)

Transaction(s) (Instr. 3 and 4)

or Code V Amount (D) Price

Common Stock

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

56,573

SEC 1474 (9-02)

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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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of		6. Date Exercisab	le and	7. Title and A	Amou
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative Securities		ies	Expiration Date		Underlying Securit	
Security	or Exercise		any	Code	Acquired (A) or		(Month/Day/Year)		(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Disposed of (D)						
	Derivative				(Instr. 3, 4, and 5)					
	Security									
							Date Exercisable	Expiration Date	Title	Amo Num Shar
				Code V	(A) ((D)				Silai
Share Units (1)	<u>(2)</u>	01/30/2012		A	25,316.4557 ₍₃₎		02/01/2013(4)	(5)	Common Stock	25,

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
MCINTOSH WILLIAM A 525 SHERIDAN ROAD KENILWORTH, IL 60043	X						

Signatures

Dan D. Stilwell, Attorney-in-fact 01/30/2012

**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) 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.
- (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 settled in cash, on a specified date, unless a qualified election for a later distribution is made by the reporting person.
- (4) The Share Units awarded on this transaction date are subject to certain restrictions, and vest when such restrictions lapse. The restrictions lapse on February 1, 2013.
- (5) 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.
- (6) These Share Units were awarded to the reporting person pursuant to the Issuer's Deferred Compensation Plan for Non-Employee Directors and no price was paid by the reporting person for the Share Units.

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.

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