Mattke Timothy J. Form 4 February 14, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction

30(h) of the Investment Company Act of 1940 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Mattke Timothy J.

2. Issuer Name and Ticker or Trading

Symbol

MGIC INVESTMENT CORP

3. Date of Earliest Transaction

[MTG]

(Last) (First) (Middle)

(State)

MGIC PLAZA, 250 EAST KILBOURN AVENUE

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

(Month/Day/Year)

02/10/2012

OMB

Number:

Expires:

response...

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

below)

VP - CAO & Controller

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

MILWAUKEE, WI 53202

(City)	(State) (A	Table Table	e I - Non-D	erivative Securities Acc	quired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	(Month/Day/Year) Execution Date, if any		3. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	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)
Common Stock	02/10/2012		F	1,635 D \$ 4.65	57,434	D	
Common Stock					956.626 (1)	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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SEC 1474 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title and A	Amount of	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Underlying Securities		Derivative
Security	or Exercise		any	Code	of	(Month/Day	/Year)	(Instr. 3 and	4)	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e				(Instr. 5)
	Derivative				Securities					
	Security				Acquired					
	Ĭ				(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
					.,					
									Amount	
						Date	Expiration		or	
						Exercisable	Date	Title	Number	
						Exercisable	Date		of	
				Code V	(A) (D)				Shares	
~-								_		
Share	<u>(3)</u>					<u>(4)</u>	(4)	Common	9,450	
Units (2)	<u>(3)</u>					<u>~</u>	<u>~</u>	Stock	J, 1 30	

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

Mattke Timothy J. MGIC PLAZA 250 EAST KILBOURN AVENUE MILWAUKEE, WI 53202

VP - CAO & Controller

Signatures

Dan D. Stilwell 02/10/2012 **Signature of Date Reporting Person

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).
- Balance as of December 31, 2011.
- (2) These Share Units correspond to shares of Common Stock of the Issuer. The Share Units are settled in cash if and when they vest.
- These Share Units do not have a specified dollar-denominated exercise or conversion price. (Their value is based, on a one-for-one basis, (3)on the average price of the Issuer's common stock on the New York Stock Exchange over a defined period of time.)
- One-third of these Share Units vest on February 10 of each of the three years beginning in 2012, subject to the reporting person's **(4)** continued employment with the Issuer.

Reporting Owners 2

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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.