#### MGIC INVESTMENT CORP

Form 4

January 27, 2010

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 3235-0287

**OMB APPROVAL** 

Number:

January 31,

2005

0.5

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if no longer

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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 See Instruction

30(h) of the Investment Company Act of 1940

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading MCINTOSH WILLIAM A Issuer Symbol MGIC INVESTMENT CORP (Check all applicable) [MTG] X\_ Director (Last) (First) (Middle) 3. Date of Earliest Transaction 10% Owner Officer (give title Other (specify (Month/Day/Year) below) 525 SHERIDAN ROAD 01/27/2010 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting KENILWORTH, IL 60043 Person (City) (State) (Zin)

| (City)     | (State) (2          | Table              | e I - Non-Do | erivative S | Securities Ac | quired, Disposed | of, or Beneficia | lly Owned    |
|------------|---------------------|--------------------|--------------|-------------|---------------|------------------|------------------|--------------|
| 1.Title of | 2. Transaction Date | 2A. Deemed         | 3.           | 4. Securit  | ties          | 5. Amount of     | 6. Ownership     | 7. Nature of |
| Security   | (Month/Day/Year)    | Execution Date, if | Transactio   | onAcquired  | (A) or        | Securities       | Form: Direct     | Indirect     |
| (Instr. 3) |                     | any                | Code         | Disposed    | of (D)        | Beneficially     | (D) or           | Beneficial   |
|            |                     | (Month/Day/Year)   | (Instr. 8)   | (Instr. 3,  | 4 and 5)      | Owned            | Indirect (I)     | Ownership    |
|            |                     |                    |              |             |               | Following        | (Instr. 4)       | (Instr. 4)   |
|            |                     |                    |              |             |               | Reported         |                  |              |
|            |                     |                    |              |             | (A)           | Transaction(s)   |                  |              |
|            |                     |                    | ~            |             | or            | (Instr. 3 and 4) |                  |              |
|            |                     |                    | Code V       | Amount      | (D) Price     |                  |                  |              |
| Common     |                     |                    |              |             |               | 56 572           | D                |              |
| Ctaalr     |                     |                    |              |             |               | 56,573           | D                |              |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

#### Edgar Filing: MGIC INVESTMENT CORP - Form 4

| 1. Title of        | 2.          | 3. Transaction Date | 3A. Deemed         | 4.                               | 5. Number of |                  | 6. Date Exercisab | le and           | 7. Title and A     | Amour              |
|--------------------|-------------|---------------------|--------------------|----------------------------------|--------------|------------------|-------------------|------------------|--------------------|--------------------|
| Derivative         | Conversion  | (Month/Day/Year)    | Execution Date, if | TransactionDerivative Securities |              |                  | 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<br>Num<br>Shar |
|                    |             |                     |                    | Code V                           | (A)          | (D)              |                   |                  |                    | Silai              |
| Share<br>Units (1) | <u>(2)</u>  | 01/27/2010          |                    | A                                | 15,151.5152  |                  | 04/01/2011(3)     | <u>(4)</u>       | Common             | 15,                |

## **Reporting Owners**

| Reporting Owner Name / Address                                  | Relationships |           |         |       |  |  |  |
|---|---------------|-----------|---------|-------|--|--|--|
|   | Director      | 10% Owner | Officer | Other |  |  |  |
| MCINTOSH WILLIAM A<br>525 SHERIDAN ROAD<br>KENILWORTH, IL 60043 | X             |           |         |       |  |  |  |

# **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).
- 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.
- (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,
- (4) 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.
- (5) These Share Units were awarded to the reporting person pursuant to the Issuer's 2002 Stock Incentive Plan 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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