Mattke Timothy J. Form 4 February 14, 2012

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

**OMB APPROVAL** 

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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 \* Mattke Timothy J. Symbol

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading

Issuer

MGIC INVESTMENT CORP [MTG]

02/10/2012

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

Director 10% Owner X\_ Officer (give title Other (specify

(Check all applicable)

MGIC PLAZA, 250 EAST KILBOURN AVENUE

below) VP - CAO & Controller

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

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

MILWAUKEE, WI 53202

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities Acquired 5. Amount of

2. Transaction Date 2A. Deemed 1. Title of 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 Securities Form: Direct Indirect Beneficially (D) or Beneficial Indirect (I) Ownership (Instr. 4) Following (Instr. 4) Reported

or Code V Amount (D) Price

(A)

4.65

Transaction(s) (Instr. 3 and 4)

Owned

Common 02/10/2012 Stock

F 1,635 D

D 57,434

Common Stock

956.626 (1) I Sharing and Savings Plan

By Issuer's **Profit** 

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					
	Ž				(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, <del>1</del> 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.