Edgar Filing: MGIC INVESTMENT CORP - Form 4

MGIC INVESTMENT CORP Form 4 February 20, 2014					
•			OMB A	PPROVAL	
	ES SECURITIES AND EXCHANGE Washington, D.C. 20549	COMMISSION	OMB Number:	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or	OF CHANGES IN BENEFICIAL OV SECURITIES	HANGES IN BENEFICIAL OWNERSHIP OF SECURITIES			
Form 5 Filed pursuant t obligations may continue. Filed pursuant t	o Section 16(a) of the Securities Exchance and Public Utility Holding Company Act h) of the Investment Company Act of 1	of 1935 or Section	response	. 0.5	
(Print or Type Responses)					
1. Name and Address of Reporting Person <u>*</u> CARR CASSANDRA C	2. Issuer Name and Ticker or Trading Symbol MGIC INVESTMENT CORP [MTG]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) C/O MGIC INVESTMENT CORPORATION, 250 EAST KILBOURN AVENUE	3. Date of Earliest Transaction (Month/Day/Year) 02/14/2014	X Director Officer (give below)		% Owner her (specify	
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
MILWAUKEE, WI 53202		Person	lore than One R	eporting	
(City) (State) (Zip)	Table I - Non-Derivative Securities A	cquired, Disposed of	, or Beneficia	lly Owned	
(Instr. 3) any	on Date, if TransactionAcquired (A) or Code Disposed of (D) /Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (A) or	SecuritiesFBeneficially(IOwned(I	form: Direct D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Report on a separate line for each	Code V Amount (D) Price	· · · ·			

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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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transac Code (Instr. 8)	5. Number of ctiorDerivative Securities Acquired 8) (A) or Disposed of (D) (Instr. 3, 4, and 5)		ctionDerivative Securities Acquire 3) (A) or Disposed of (D)		6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and 4	Securitie
	Security			Code	(III) V (A		Date Exercisable	*	Title	Amou		
								Date		Numb Shares		
Share Units <u>(1)</u>	(2) (3)	02/14/2014		С		3,374.8443	02/01/2014(4)	(5)	Common Stock	3,374		

Reporting Owners

Reporting Owner Name / Address		Relationships					
		Director	10% Owner	Officer	Other		
CARR CASSANDRA C C/O MGIC INVESTMENT CORPOR 250 EAST KILBOURN AVENUE MILWAUKEE, WI 53202	RATION	Х					
Signatures							
Dan D. Stilwell, Attorney-in-fact	02/14/20	14					
**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 later distribution is made by the reporting person.
- (4) The converted Share Units were subject to certain restrictions and vested on February 1, 2014 when such restrictions lapsed.
- (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.

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.