

MGIC INVESTMENT CORP
 Form 4
 February 06, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 PIERZCHALSKI LAWRENCE J

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)
 MGIC PLAZA, 250 EAST
 KILBOURN AVENUE
 (Street)
 MILWAUKEE, WI 53202
 (City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
 02/06/2006

____ Director
 Officer (give title below) _____ Other (specify below)
 Executive Vice President

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			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)	
				Code	V	Amount				(A) or (D)
Common Stock	02/03/2006		M			30,000	\$ 36.4375	104,309	D	
Common Stock	02/03/2006		S			24,324	\$ 64.12	79,985	D	
Common Stock	02/03/2006		F			5,676	\$ 64.83	74,309	D	
Common Stock								2,477 ⁽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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.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 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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 36.4375	02/03/2006		M	30,000	<u>(2)</u> 01/22/2007	Common Stock	30,000	
Employee Stock Option (Right to Buy)	\$ 46.0625					<u>(2)</u> 05/05/2009	Common Stock	25,000	
Employee Stock Option (Right to Buy)	\$ 45.375					<u>(7)</u> 01/26/2010	Common Stock	50,000	
Employee Stock Option (Right to Buy)	\$ 57.88					<u>(6)</u> 01/24/2011	Common Stock	25,000	
Employee Stock Option (Right to Buy)	\$ 63.8					<u>(5)</u> 01/23/2012	Common Stock	40,000	

