Edgar Filing: KEARNEY DANIEL P - Form 4

| KEARNEY D | DANIEL P | | | | | | | | | |
|--|-----------------------------------|--------------------|--|--|--|--|---|--|---|--|
| Form 4 | 7 | | | | | | | | | |
| April 02, 200 [°] | | | | | | | | OMB A | PPROVAL | |
| FORM | UNITE | D STATES | | ITIES Al hington, 1 | | | COMMISSION | | 3235-0287 | |
| Check this if no longe | A # | | | | | | | | January 31, 2005 | |
| subject to | | | | | | Estimated a | average | | | |
| Form 4 or | | SECONTIES | | | | | | burden hou response | • | |
| Form 5 obligations | _ ^ | | | | | | ge Act of 1934, | | | |
| may contin | nue. Section 1 | | | • | • | pany Act of 19 | of 1935 or Sectio 940 | on | | |
| See Instruct 1(b). | ction | 50(11) | or the m | vestillent v | company | | | | | |
| (Print or Type Ro | esponses) | | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> KEARNEY DANIEL P | | | 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) | 3. Date of | Earliest Tra | insaction | | XDirector | | 6 Owner | |
| 13 FLINT STREET | | | (Month/Day/Year) 03/31/2007 | | | | Officer (give title Other (specify below) below) | | | |
| (Street) | | | 4. If Amer | 4. If Amendment, Date Original | | | 6. Individual or Joint/Group Filing(Check | | | |
| | | | | th/Day/Year) | | | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | |
| MARBLEHE | EAD, MA 019 | 45 | | | | | Person | | | |
| (City) | (State) | (Zip) | Table | e I - Non-Do | erivative S | ecurities Ac | equired, Disposed o | of, or Beneficial | lly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction I (Month/Day/Ye | ear) Execution any | emed on Date, if Day/Year) | 3. Transactic Code (Instr. 8) | 4. Securit onAcquired Disposed (Instr. 3, | (A) or of (D) | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | Code V | Amount | (A)or(D) Price | Transaction(s) (Instr. 3 and 4) | | | |
| Common Stock | | | | | | | 16,677 | D | | |

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.

 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. Transactio Code (Instr. 8) | 5. Number of productive Securities Acquired (A) Disposed of (Instr. 3, 4, a 5) |) or (D) | 6. Date Exer Expiration D (Month/Day) | ate | 7. Title and A Underlying S (Instr. 3 and | Securities |
|---|---|---|---|--|--|-------------|---|--------------------|---|----------------------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Share Units <u>(1)</u> | <u>(2)</u> | 03/31/2007 | | Р | 517.6511 (<u>3)</u> | | (4) | (4) | Common Stock | 517.6511 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--|---------------|-----------|---------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |
| KEARNEY DANIEL P 13 FLINT STREET MADDI EUEAD, MA 01045 | Х | | | | | |
| MARBLEHEAD, MA 01945 | | | | | | |

Signatures

| Joseph J. Ziino, Jr., | |
|---------------------------------|------------|
| Attorney-in-fact | 04/02/2007 |
| **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 acquired through compensation deferral.

- (1) Which units corresponding to shares of common stock of the issuer (share onits) are acquired infough compensation defenal. Dividends which would have been received on shares represented by Share Units are also invested in Share Units. The Share Units are settled in cash, generally at the time the reporting person ceases to be a Director of the Issuer.
- (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 were acquired through compensation deferral.
- (4) These Share Units do not become exercisable or expire on a fixed date. (Generally, the Share Units become payable at the time the reporting person ceases to be a Director of the Issuer.)

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.