## Edgar Filing: MGIC INVESTMENT CORP - Form 4

MGIC INVE Form 4 April 02, 200	STMENT COI 18	RP								
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	UNITE	D STATES		ITIES Al hington,			IGE (	COMMISSION	OMB Number:	3235-0287
Check thi if no long subject to Section 14 Form 4 or Form 5 obligation may conti <i>See</i> Instru 1(b).	er <b>STATE</b> 6. Filed p <sup>15</sup> Section 1'	EMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES oursuant to Section 16(a) of the Securities Exchange Act of 1934, 7(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940						burden hou response	Estimated average burden hours per response 0.5	
(Print or Type R	lesponses)									
1. Name and Address of Reporting Person <u>*</u> HAGERTY THOMAS			2. Issuer Name <b>and</b> Ticker or Trading Symbol MGIC INVESTMENT CORP [MTG]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) C/O THOM COMPANY	(First) AS H. LEE , 75 STATE ST	(Middle)	3. Date of (Month/D) 03/31/20	-	insaction			X Director Officer (give below)		Owner er (specify
	(Street) 4. If Amendment, Date C Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by (			oint/Group Filing(Check One Reporting Person More than One Reporting			
BOSTON, N	IA 02109							Person	Note than one Re	porting
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	ecurit	ies Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Executio any		3. Transactio Code (Instr. 8) Code V	n(A) or Dis (D)	sposed	of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect
Common Stock	04/01/2008			А	13,246 (1)	А	\$ 0 (2)	28,336	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)

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 torDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Share Units (3)	<u>(4)</u>	03/31/2008		Р	759.7341 (6)		(5)	(5)	Common Stock	759.7341

Other

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# **Reporting Owners**

Attorney-in-fact

<b>Reporting Owner Name / Address</b>	Relationships					
	Director	10% Owner	Officer			
HAGERTY THOMAS C/O THOMAS H. LEE COMPANY 75 STATE STREET BOSTON, MA 02109	х					
Signatures						
Dan D. Stilwell,	04/01/20	08				

- \* 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).

Pursuant to the Issuer's 2002 Stock Incentive Plan, the reporting person is awarded one and one-half (1 1/2) shares of restricted common stock/restricted stock units for each share of common stock (referred to in footnote 1 above) acquired by the reporting person under such Plan. The restrictions on these shares of restricted examples at all (restricted stock units for each share of common stock (referred to in footnote 1 above) acquired by the reporting person under such Plan. The restrictions on these shares of restricted examples at all (restricted stock) and the stock of the stoc

- (1) Plan. The restrictions on these shares of restricted common stock/restricted stock units generally terminate thirteen months after the date of the award if the reporting person remains as a director of the Issuer during such time, or earlier if the reporting person's service as a director of the Issuer terminates earlier for certain other reasons.
- (2) These shares 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 shares.

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.

- (3) Which this corresponding to shares of common stock of the issuer ("share offits") are acquired infough compensation deferral.
   (3) 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.
- (4) 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.)
- (5) 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.)
- (6) These Share Units were acquired through a deferral of director's fees.

#### **Remarks:**

This Form 4 is being signed by the reporting person's attorney-in-fact pursuant to a previously filed power of attorney.

#### **Reporting Owners**

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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.