

MGIC INVESTMENT CORP  
Form 4  
February 02, 2009

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

OMB APPROVAL

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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)

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/29/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive Vice President

MGIC PLAZA, 250 EAST  
KILBOURN AVENUE

(Street)

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

MILWAUKEE, WI 53202

(City) (State) (Zip)

**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 Ownership (Instr. 4)           |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 01/29/2009                           |  | A                              | (A)<br>Amount<br>48,600<br>(1)                                    | \$ 0<br>(3)<br>194,039  | D  |   |
| Common Stock                    | 01/29/2009                           |  | A                              | (A)<br>Amount<br>36,450<br>(2)                                    | \$ 0<br>(3)<br>230,489  | D  |   |
| Common Stock                    |                                      |  |                                |   | 2.476 (4)   | I  | By Issuer's Profit Sharing and Savings Plan |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title   | Amount or Number of Shares |
| Employee Stock Option (Right to Buy)       | \$ 46.0625   |                                      |  |                                |   | (5) 05/05/2009   | Common Stock  | 25,000  |                            |
| Employee Stock Option (Right to Buy)       | \$ 45.375  |                                      |  |                                |   | (5) 01/26/2010   | Common Stock  | 50,000  |                            |
| Employee Stock Option (Right to Buy)       | \$ 57.88   |                                      |  |                                |   | (5) 01/24/2011   | Common Stock  | 25,000  |                            |
| Employee Stock Option (Right to Buy)       | \$ 63.8  |                                      |  |                                |   | (5) 01/23/2012   | Common Stock  | 40,000  |                            |
| Employee Stock Option (Right to Buy)       | \$ 43.7  |                                      |  |                                |   | (5) 01/22/2013   | Common Stock  | 27,000  |                            |
|  | \$ 68.2  |                                      |  |                                |   | (5) 01/28/2014   |   | 27,000  |                            |

Employee  
Stock  
Option  
(Right to  
Buy)

Common  
Stock

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| PIERZCHALSKI LAWRENCE J<br>MGIC PLAZA<br>250 EAST KILBOURN AVENUE<br>MILWAUKEE, WI 53202 |               |           | Executive Vice President |       |

## Signatures

Dan D. Stilwell,  
Attorney-in-fact

01/29/2009

\_\_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) These shares are subject to certain restrictions, and vest when such restrictions lapse. Partial vesting of these shares occurs on February 10 of each of the three years beginning in 2009, based on certain performance standards. If it is not possible to determine whether the performance standards have been met on any particular vesting date, the vesting date will be extended until such determination can be made. Any of these shares not vested as of February 10, 2012 will be forfeited.

(2) These shares are subject to certain restrictions, and vest when such restrictions lapse. One-third of these shares vest on February 10 of each of the three years beginning in 2010, subject to certain performance standards. If it is not possible to determine whether the performance standards have been met on any particular vesting date, the vesting date will be extended until such determination can be made. Any of these shares not vested as of February 10, 2012, may vest over the next two years if the performance standards are then satisfied. Any of these shares not vested as of February 10, 2014, will be forfeited.

(3) 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.

(4) Balance as of December 31, 2008.

(5) All of these options are vested and exercisable in full.

### Remarks:

The reporting person serves as Executive Vice President - Risk Management of the Issuer's principal operating subsidiary, Mo

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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