LEHMAN MICHAEL E Form 4/A July 02, 2009

FORM 4

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

OMB APPROVAL

OMB 3235-0287 Number: January 31,

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * LEHMAN MICHAEL E

(First)

2. Issuer Name and Ticker or Trading

Symbol

MGIC INVESTMENT CORP

(Check all applicable)

[MTG]

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 01/29/2009

X_ Director 10% Owner Officer (give title Other (specify

5. Relationship of Reporting Person(s) to

C/O MGIC INVESTMENT CORPORATION, 250 EAST KILBOURN AVENUE

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

02/02/2009

6. Individual or Joint/Group Filing(Check

Applicable Line)

Issuer

below)

X Form filed by One Reporting Person Form filed by More than One Reporting

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 2A. Deemed (Month/Day/Year) Execution Date, if

Code (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

Reported (A) Transaction(s)

Code V Amount (D) Price

(Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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 2.		3. Transaction Date	3A. Deemed	4. 5. Number of		o. Date Exercisable and		7. Title and Amoun		
Derivative	Conversion (Month/Day/Year) E		Execution Date, if Transa		tiorDerivative Securities		Expiration Date		Underlying Securit	
Security	or Exercise		any Code Acquired (A) or			(Month/Day/Year)		(Instr. 3 and 4)		
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Disposed of (D)					
	Derivative				(Instr. 3, 4, and 5)					
	Security			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nur Sha
Share Units (1)	<u>(3)</u>	01/29/2009		A	32,258.0645 (2)		04/01/2010(4)	<u>(5)</u>	Common Stock	32,

5 Number of

Reporting Owners

Reporting Owner Name / Address Relationships

3 Transaction Data 3A Danmad

Director 10% Owner Officer Other

LEHMAN MICHAEL E C/O MGIC INVESTMENT CORPORATION 250 EAST KILBOURN AVENUE MILWAUKEE, WI 53202



Signatures

Dan D. Stilwell, Attorney-in-fact

**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 awarded to the reporting person. The Share Units are settled in cash, generally at the time the reporting person ceases to be a Director of the Issuer, unless a qualified election for earlier distribution is made by the reporting person.
 - Due to a rounding error in the original Form 4, this amended Form 4 is being filed to correct the number of Share Units acquired by the reporting person in this transaction and to correct the resulting number of Share Units beneficially owned by the reporting person
- (2) following this transaction. The number of Share Units acquired in this transaction was erroneously rounded down to the nearest whole share. This amended Form 4 corrects the number of Share Units by adding in the fractional share that was missing due to rounding in the original Form 4. Pursuant to Instruction 9(b) to Form 4, only the lines of the original Form 4 requiring correction or amendment are being restated on this amended Form 4.
- (3) 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.)
- (4) These Share Units are subject to certain restrictions, and vest when such restrictions lapse. The restrictions generally lapse on April 1,
- (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.
- (6) These Share Units 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 Share Units.

Remarks:

Reporting Owners 2

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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.