#### Edgar Filing: MGIC INVESTMENT CORP - Form 4

Form 4	ESTMENT COR	Р								
January 26, FORM Check th if no lon subject t Section 7 Form 4 c Form 5 obligatic may con See Instr 1(b).	<b>A 4</b> UNITED his box ger o 16. or filed pu Section 17	MENT OF	Was F CHAN Section 14 Public Ut	shington, GES IN I SECUR 6(a) of the tility Hold	D.C. 2054 BENEFIC ITIES e Securitie	<b>19</b> CIAL s Exc bany A	<b>OWN</b> change Act of	OMMISSION NERSHIP OF e Act of 1934, 1935 or Section 0	OMB Number: Expires: Estimated a burden hou response	
(Print or Type 1. Name and A CULVER (	Address of Reporting	g Person <u>*</u>	Symbol		Ticker or Ti IENT CO	U		5. Relationship of Issuer (Checl	Reporting Pers	
			f Earliest Transaction Day/Year)				_X_ Director 10% Owner _X_ Officer (give title Other (specify below) below) Chairman and CEO			
MII WALK	(Street) KEE, WI 53202			ndment, Da nth/Day/Year)	-			6. Individual or Jo Applicable Line) _X_ Form filed by C Form filed by M	one Reporting Pe	rson
(City)	(State)	(Zip)	<b>T</b> 11			•,•		Person		
1.Title of Security (Instr. 3)	2. Transaction Dat	ansaction Date 2A. Deemed hth/Day/Year) Execution Date, if any (Month/Day/Year)		e I - Non-Derivative Securities Acqu 3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price				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
Common Stock	01/25/2011			А	283,500 (1)	A	\$ 0 (3)	1,258,915	D	
Common Stock	01/25/2011			А	63,000 (2)	А	\$ 0 (3)	1,321,915	D	
Common Stock	01/25/2011			D	25,760	D	\$ 0 (4)	1,296,155	D	
Common Stock	01/25/2011			D	4,800	D	\$ 0 (4)	1,291,355	D	
Common Stock								12,673.413 (5)	Ι	By Issuer's Profit

								Shari and Savin Plan	-		
Reminder: Report on a separate line for each class of securities benefici				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. Transactio Code (Instr. 8)	of	(Month/Day/Year) (Instr. 3 and 4) ve es d d		Securities	8. F Der Sec (Ins		
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Employee Stock Options (Right to Buy)	\$ 63.8					(6)	01/23/2012	Common Stock	120,000		
Employee Stock Options (Right to Buy)	\$ 43.7					<u>(6)</u>	01/22/2013	Common Stock	80,000		
Employee Stock Options (Right to Buy)	\$ 68.2					<u>(6)</u>	01/28/2014	Common Stock	80,000		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
	Х						

CULVER CURT S MGIC PLAZA 250 EAST KILBOURN AVENUE MILWAUKEE, WI 53202

### Signatures

Dan D. Stilwell, Attorney-in-fact

01/25/2011

\*\*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 2012, 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, 2014 will be forfeited.

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 2012, subject to certain performance standards. If it is not possible to determine whether the

- (2) 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, 2014, may vest over the next two years if the performance standards are then satisfied. Any of these shares not vested as of February 10, 2016, 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) These restricted shares were forfeited by the reporting person pursuant to the terms and conditions under which they were issued to the reporting person. No price was paid or received by the reporting person in connection with this forfeiture.
- (5) Balance as of December 31, 2010.
- (6) All of these options are vested and exercisable in full.

#### **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.

Chairman and CEO