Edgar Filing: MGIC INVESTMENT CORP - Form 4

MGIC INVE Form 4 May 01, 2012	STMENT CORP							
FORM	Λ							PPROVAL
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549						OMB Number:	3235-0287	
Check this if no long subject to Section 16 Form 4 or Form 5 obligation may conti <i>See</i> Instru- 1(b).	Filed purs S. Section 17(a	ENT OF CHAN uant to Section 10) of the Public Ut 30(h) of the In	SECUR 6(a) of the ility Hold	ITIES e Securitio ling Com	es Exchang pany Act o	ge Act of 1934, of 1935 or Sectio	Expires: Estimated a burden hou response	irs per
(Print or Type R	esponses)							
1. Name and Ad MCINTOSH	Symbol	MGIC INVESTMENT CORP			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 525 SHERIE	(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 04/27/2012			X Director Officer (give below)		6 Owner er (specify	
		4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
KENILWOR	RTH, IL 60043					Form filed by Person	More than One Ro	eporting
(City)	(State) (A	Zip) Table	e I - Non-D	erivative S	ecurities Ac	quired, Disposed o	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)		(A) or of (D) 4 and 5) (A) or	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 Beneficial
Common Stock			Code V	Amount	(D) Price	56,573	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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5 5		

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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		TransactiorDerivative SecuritiesExpiration DateCodeAcquired (A) or(Month/Day/Year)Instr. 8)Disposed of (D)		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun Number Shares
Share Units <u>(1)</u>	<u>(2)</u>	04/27/2012		М		11,123.4705	04/15/2012	(3)	Common Stock	11,12

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
MCINTOSH WILLIAM A 525 SHERIDAN ROAD KENILWORTH, IL 60043	Х						
Signatures							
Dan D. Stilwell, Attorney-in-fact	04	4/27/2012					

**Signature of Reporting Person

Explanation of Responses:

distribution is made by the reporting person.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

** 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

- (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 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.

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.