MGIC INVESTMENT CORP

Form 4

January 28, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Expires:

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response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue.

See Instruction

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * Zandi Mark

2. Issuer Name and Ticker or Trading Symbol

Issuer

below)

MGIC INVESTMENT CORP

[MTG]

(Month/Day/Year)

01/26/2015

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Last) (First) 3. Date of Earliest Transaction

X_ Director Officer (give title

10% Owner Other (specify

C/O MGIC INVESTMENT CORPORATION, 250 EAST KILBOURN AVENUE

(Street)

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 Form filed by More than One Reporting

(Instr. 4)

MILWAUKEE, WI 53202

(City)

(State)

(Zip)

(Middle)

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

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code 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)

(A)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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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I. Title	of 2.	3. Transaction Date		4.	5. Number of		6. Date Exercisable and		7. Title and Amour	
Derivat	ive Conversion	(Month/Day/Year)		TransactionDerivative Securities		Expiration Date		Underlying Securit		
Security	y or Exercise			Code	Acquired (A) or		(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	S) 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	Amo Nun Shar
Share Units	(2)(3)	01/26/2015		A	11,135.8575		02/01/2016(4)	<u>(5)</u>	Common Stock	11,

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Zandi Mark C/O MGIC INVESTMENT CORPORATION 250 EAST KILBOURN AVENUE MILWAUKEE, WI 53202



Signatures

Dan D. Stilwell, Attoney-in-Fact

01/28/2015

**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) 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.
- 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 are settled in cash, on a specified date, unless a qualified election for later distribution is made by the reporting person.
- (4) The Share Units awarded on this transaction date are subject to certain restrictions and vest when such restrictions lapse. The restrictions lapse on February 1, 2016.
- (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.
- These Share Units were awarded to the reporting person pursuant to the Issuer's Deferred Compensation Plan for Non-Employee Directors and no price was paid by the reporting person for the Share Units.

Remarks:

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

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