

Muzio Gaetano
 Form 3/A
 November 15, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Muzio Gaetano		(Month/Day/Year)	RADIAN GROUP INC [RDN]	
(Last)	(First)	05/30/2012		
RADIAN GROUP INC., 1601 MARKET ST			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	05/30/2012
PHILADELPHIA, PA 19103			<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	5,000 ⁽¹⁾	D	

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

SEC 1473 (7-02)

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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

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Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Muzio Gaetano RADIANT GROUP INC. 1601 MARKET ST PHILADELPHIA, PA 19103	X	A	A	A

Signatures

Edward J. Hoffman /s/, Edward J. Hoffman (POA) Atty-in-fact	11/15/2012
<small>**Signature of Reporting Person</small>	<small>Date</small>

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Updated to reflect shares acquired prior to becoming a director on May 30, 2012.

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. "margin-top:0px;margin-bottom:0px">

We hope that you are planning to attend the annual meeting personally, and we look forward to seeing you. Whether or not you expect to attend in person, the return of the enclosed proxy as soon as possible would be greatly appreciated and will ensure that your shares will be represented at the annual meeting. If you do attend the annual meeting, you may, of course, withdraw your proxy should you wish to vote in person.

On behalf of the directors and management of PECO II, I would like to thank you for your continued support and confidence.

Sincerely yours,

MATTHEW P. SMITH

Chairman of the Board

PECO II, INC.

1376 STATE ROUTE 598

GALION, OHIO 44833

NOTICE OF THE ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual Meeting of Shareholders of PECO II, Inc. will be held at St. Joseph's Activity Center, 135 North Liberty Street, Galion, Ohio, on Thursday, April 29, 2004 at 9:00 a.m. local time, for the following purposes:

1. To elect four directors in Class I for three-year terms and until their successors are duly elected and qualified;
2. To approve and adopt Amendment No. 1 to the PECO II, Inc. 2000 Performance Plan; and
3. To consider and act upon any other matters which may properly come before the annual meeting or any adjournment or postponement thereof.

Holders of common shares of record at the close of business on March 26, 2004 are entitled to receive notice of and to vote at the annual meeting.

By Order of the Board of Directors,

SANDRA A. FRANKHOUSE

Chief Financial Officer/Treasurer/Secretary

March 31, 2004

**Please fill in and sign the enclosed proxy and
return the proxy in the enclosed envelope.**

PECO II, INC.

1376 STATE ROUTE 598

GALION, OHIO 44833

PROXY STATEMENT

Mailed on or about March 31, 2004

Annual Meeting of Shareholders to be held on April 29, 2004

This proxy statement is furnished in connection with the solicitation of proxies by our Board of Directors to be used at our Annual Meeting of Shareholders to be held on April 29, 2004, and any adjournment or postponement thereof. The time, place and purposes of the annual meeting are stated in the notice of annual meeting of shareholders, which accompanies this proxy statement.

The accompanying proxy is solicited by our Board of Directors. All validly executed proxies received by our Board of Directors pursuant to this solicitation will be voted at the annual meeting, and the directions contained in the proxies will be followed in each instance. If no directions are given, the proxy will be voted **FOR** the election of the four nominees for director in Class I listed on the proxy; **FOR** the approval and adoption of Amendment No. 1 to the PECO II, Inc. 2000 Performance Plan; and, with respect to any other matter that properly comes before the meeting, the proxy holders will vote as recommended by the Board or at their discretion.

Any person giving a proxy pursuant to this solicitation may revoke it. You may, without affecting any vote previously taken, revoke a proxy by giving notice to us in writing or in person at the annual meeting or by a duly executed proxy bearing a later date.

The expense of soliciting proxies, including the cost of preparing, assembling and mailing the notice, proxy statement and proxy, will be borne by us. We may pay persons holding shares for others their expenses for sending proxy materials to their principals. In addition to solicitation of proxies by mail, our directors, officers and employees, without additional compensation, may solicit proxies by telephone, facsimile and personal interview. We also may retain a third party to aid in the solicitation of proxies.

VOTING RIGHTS

The record date for determination of shareholders entitled to vote at the annual meeting was the close of business on March 26, 2004. On that date, we had 21,458,836 common shares, without par value, outstanding and entitled to vote at the annual meeting. Each common share is entitled to one vote.

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At the annual meeting, in accordance with the General Corporation Law of Ohio and our amended and restated code of regulations, the inspectors of election appointed by our Board of Directors for the annual meeting will determine the presence of a quorum and will tabulate the results of shareholder voting. As provided by the General Corporation Law of Ohio and our amended and restated code of regulations, holders of shares entitling them to exercise a majority of the voting power of the company, present in person or by proxy at the annual meeting, will constitute a quorum for such meeting. The inspectors of election intend to treat properly executed proxies marked `abstain` as `present` for these purposes.

Nominees for election as directors receiving the greatest number of votes will be elected directors. Votes that are withheld or broker non-votes in respect of the election of directors will not be counted in determining the outcome of the election. Pursuant to our amended and restated articles of incorporation, shareholders do not have cumulative voting rights.

Pursuant to our amended and restated code of regulations, the proposal to amend the PECO II, Inc. 2000 Performance Plan as well as all other questions and matters brought before the annual meeting will be decided, unless otherwise provided by law, by our amended and restated articles of incorporation or by our amended and restated code of regulations, by the vote of the holders of a majority of the shares entitled to vote thereon present in person or by proxy at the annual meeting. In voting for such other proposals, votes may be cast in favor, against or abstained. Abstentions will count as present for purposes of the item on which the abstention is noted and will have the effect of a vote against. Broker non-votes, however, are not counted as present for purposes of determining whether a proposal has been approved and will have no effect on the outcome of any such proposal. Please note that your broker or nominee may not be permitted to exercise voting discretion with respect to certain matters to be voted on at the annual meeting. As a result, if you do not provide your broker or nominee specific instructions, your shares may not be voted in such matters.

SHARE OWNERSHIP OF PRINCIPAL HOLDERS AND MANAGEMENT

The following table shows information regarding beneficial ownership of our common shares as of February 1, 2004, unless otherwise indicated, by each person or group which is known by us to own beneficially more than 5% of our common shares, each director and nominee for election as a director, each of the officers named in the Summary Compensation Table and all directors and executive officers as a group. All information with respect to beneficial ownership has been furnished by the respective director, officer or shareholder, as the case may be. Unless otherwise indicated, each person named below has sole voting power and investment power or shares this power with his or her spouse with respect to the number of shares set forth opposite his or her respective name.

The number of shares beneficially owned by each shareholder is determined under rules issued by the Securities and Exchange Commission. This information is not necessarily indicative of beneficial ownership for any other purpose. Under these rules, beneficial ownership includes any shares as to which the individual or entity has sole or shared voting power or investment power and any shares as to which the individual or entity has the right to acquire beneficial ownership within 60 days after February 1, 2004 through the exercise of any stock option or other right.

Level	Hypothetical Index Strike Return	Cash Settlement Amount	Cash Settlement Amount <i>minus</i> Warrant Premium	Cash Settlement Amount <i>minus</i> Warrant Premium
	100.00%	\$1,000.00	\$860.50	616.85%
	90.00%	\$900.00	\$760.50	545.16%
	80.00%	\$800.00	\$660.50	473.48%
	70.00%	\$700.00	\$560.50	401.79%
	60.00%	\$600.00	\$460.50	330.11%
	50.00%	\$500.00	\$360.50	258.42%
	40.00%	\$400.00	\$260.50	186.74%
	30.00%	\$300.00	\$160.50	115.05%
	20.00%	\$200.00	\$60.50	43.37%
	15.00%	\$150.00	\$10.50	7.53%
	13.95%	\$139.50	\$0.00	0.00%
	10.00%	\$100.00	-\$39.50	-28.32%
	5.00%	\$50.00	-\$89.50	-64.16%
	0.00%	\$0.00	-\$139.50	-100.00%
	-10.00%	\$0.00	-\$139.50	-100.00%
	-20.00%	\$0.00	-\$139.50	-100.00%
	-30.00%	\$0.00	-\$139.50	-100.00%
	-40.00%	\$0.00	-\$139.50	-100.00%
	-50.00%	\$0.00	-\$139.50	-100.00%
	-60.00%	\$0.00	-\$139.50	-100.00%
	-70.00%	\$0.00	-\$139.50	-100.00%
	-80.00%	\$0.00	-\$139.50	-100.00%
	-90.00%	\$0.00	-\$139.50	-100.00%
	-100.00%	\$0.00	-\$139.50	-100.00%

increases 30.00% from the Initial Level to the Final Level, investors will receive a Cash Settlement Amount of \$300.00 at expiration, rep

Index 400 as described herein. The JPX-Nikkei Index 400 is a price return index composed of 400 Japanese common stocks listed on th

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THE WARRANTS ARE A RISKY INVESTMENT AND THE V

YOU MAY LOSE SOME OR a SIGNIFICANT PORTION OF YOUR INITIAL INVESTMEN

er directly or indirectly, an obligation of any third party. Any payment(s) to be made on the warrants depends on the ability of Deutsche

irective, Germany has adopted the Resolution Act, which became effective on January 1, 2015. The Resolution Act may result in the w

uments could apply to the warrants, which would most likely result in a larger share of loss being allocated to the warrants in the event

obligations under the warrants through one or more of our affiliates. Such hedging cost includes our or our affiliates' expected cost of p

will not reflect any payments made with respect to the stocks COMPOSING THE INDEX — Your return on the warrants, if any, w

THE INDEX

al reporting standards and requirements that differ from those applicable to U.S. reporting companies. In addition, the prices of equity s

THE PERFORMANCE OF THE INDEX WILL NOT BE ADJUSTED FOR CHANGES IN THE JAPANESE

manner described in “The JPX-Nikkei Index 400.” The criteria used for selecting the component stocks may not result in stocks that outp

index began on January 6, 2014. Therefore, the Index has very limited performance history and no actual investment which allowed a tra

y adjust The Index in ways that affect the level of The Index, and has NO obligation to consider your interests — The Index Spo

cept for obligations required to be preferred by law. Thus, unlike purchasers of OCC standardized options, who have the credit benefits of the OCC, the value of the warrants prior to expiration depends on the length of time remaining until the Expiration Date and is known as the “time value” of the warrant.

The warrants will be automatically exercised on the Expiration Date — The warrants will be automatically exercised on the Expiration Date, regardless of our creditworthiness and other relevant factors, the price, if any, at which we or our affiliates would be willing to purchase the warrants on the Expiration Date.

conditions or our creditworthiness and other relevant factors, the price, if any, at which we or our affiliates would be willing to purchase the warrants on the Expiration Date.

act as market makers for the warrants but are not required to do so and may cease such market making activities at any time. Even if th

ities may affect the level of the Index and, therefore, make it less likely that you will receive a positive return on your investment in the

WE, JPMORGAN CHA

igations under the warrants and determining the Issuer's estimated value of the warrants on the Trade Date and the price, if any, at which

Nikkei Index 400 was possible at any time prior to January 6, 2014. Furthermore, the index methodology of the JPX-Nikkei Ind

Day.

closing price) on such date of each component most recently composing the Index or Successor Index, as applicable. Notwithstanding t

ating the Index or a Successor Index is modified so that the level of the Index or such Successor Index is a fraction of what it would hav

the level of the Index or the value of the warrants, we cannot assure you that these activities will not have such an effect.

activities at any time.

COMPENSATION/NOMINATING COMMITTEE

E. RICHARD HOTTENROTH, CHAIRMAN

GEORGE J. DALLAS

LUCILLE GARBER FORD

R. LOUIS SCHNEEBERGER

THOMAS R. THOMSEN

PERFORMANCE GRAPH

**COMPARISON OF CUMULATIVE TOTAL RETURN AMONG
PECO II, INC., THE NASDAQ STOCK MARKET (U.S. COMPANIES) INDEX
AND THE RUSSELL 2000 INDEX**

12/31/02

4
77
34

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

20

SHAREHOLDER PROPOSALS

OTHER MATTERS

Sandra A. Frankhouse,

Chief Financial Officer/Treasurer/Secretary

PECO II, Inc.

1376 State Route 598

Galion, Ohio 44833

AMENDMENT NO. 1

TO THE

PECO II, INC.

2000 PERFORMANCE PLAN

WITNESSETH

DETACH CARD HERE

PECO II, INC.

ANNUAL MEETING OF SHAREHOLDERS April 29, 2004

This proxy is solicited on behalf of the Board of Directors

George J. Dallas

Trygve A. Ivesdal

R. Louis Schneeberger

Eugene V. Smith

(To withhold authority to vote for a nominee, draw a line through the nominee's name)

(Continued from other side)

(Signature)