

Ibrahim Sanford A
Form 4
January 20, 2009

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Ibrahim Sanford A

(Last) (First) (Middle)

RADIAN GROUP INC., 1601
MARKET STREET

(Street)

PHILADELPHIA, PA 19103

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
RADIAN GROUP INC [RDN]

3. Date of Earliest Transaction
(Month/Day/Year)
01/15/2009

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

Chief Executive Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Beneficial Ownership (Instr. 4)
Common Stock	01/15/2009		M	10,094.81	A 3.68 (3)	252,544.81	D
Common Stock	01/15/2009		D	10,094.81	D 3.68 (3)	242,450 (4)	D
Common stock						3,370	I 401K stock fund

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

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(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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Cash Right	(2)	01/15/2009		M	10,094.81 (2)	12/31/2008 01/31/2009	Common Stock 10,000
common stock	\$ 2.48					08/07/2011 08/07/2015	common stock 253
Common Stock	\$ 56.03					02/07/2007 05/05/2013	Common Stock 35
Common Stock	\$ 46.39					05/05/2006 05/05/2012	Common Stock 60

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Ibrahim Sanford A RADIAN GROUP INC. 1601 MARKET STREET PHILADELPHIA, PA 19103	X Chief Executive Officer

Signatures

C. Robert Quint /s/, C. Robert Quint as Power of Attorney 01/20/2009

__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) N/A

Represents a derivative security to be settled in cash at the closing market value of the common stock on the December 31, 2008, less the
(2) deemed purchase price of \$0.9265 per share (determined by the purchase price of shares under the Issuer's Employee Stock Purchase Plan as of the July 1, 2008 inception date of the offering period.)

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(3) Closing price on December 31, 2008. See FN 2 above.

(4) Represents adjusted ownership due to error in reporting of holdings. Ownership includes 2253 shares acquired through participation in the employee stock purchase plan, 136,600 shares of unvested restricted stock and 100,597 additional shares owned outright

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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