

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2009-01-26** | Period of Report: **2009-01-25**

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### ISSUER

#### **MGIC INVESTMENT CORP**

CIK: **876437** | IRS No.: **391486475** | State of Incorporation: **WI** | Fiscal Year End: **1231**  
SIC: **6351** Surety insurance

Mailing Address	Business Address
250 EAST KILBOURN AVENUE MILWAUKEE WI 53202	250 EAST KILBOURN AVENUE MILWAUKEE WI 53202 4143476480

### REPORTING OWNER

#### **Meade Michael G**

CIK: **1316160**  
Type: **4** | Act: **34** | File No.: **001-10816** | Film No.: **09546429**

Mailing Address	Business Address
MGIC PLAZA 250 EAST KILBOURN AVENUE MILWAUKEE WI 53202	414-347-2672

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

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 Estimated average burden  
 hours per response 0.5

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

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. Name and Address of Reporting Person <b>Meade Michael G</b>			2. Issuer Name and Ticker or Trading Symbol <b>MGIC INVESTMENT CORP [MTG]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Senior VP &amp; Chief Info Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/25/2009</b>			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
<b>MGIC PLAZA, 250 EAST KILBOURN AVENUE</b>			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) <b>MILWAUKEE, WI 53202</b>								
(City)	(State)	(Zip)						

**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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/25/2009		E		314	D	\$1.96	63,912	D	
Common Stock	01/25/2009		E		314	D	\$1.96	63,598	D	
Common Stock								110,790.4152 <sup>(1)</sup>	I	By Issuer's Profit Sharing and Savings Plan

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Employee Stock Options	\$46.0625							(2)	05/05/2009	Common Stock	3,000	3,000	D	

(Right to Buy)															
Employee Stock Options (Right to Buy)	\$45.375						(2)	01/26/2010	Common Stock	25,000		25,000		D	
Employee Stock Options (Right to Buy)	\$57.88						(2)	01/24/2011	Common Stock	12,500		12,500		D	
Employee Stock Options (Right to Buy)	\$63.8						(2)	01/23/2012	Common Stock	20,000		20,000		D	
Employee Stock Options (Right to Buy)	\$43.7						(2)	01/22/2013	Common Stock	13,250		13,250		D	
Employee Stock Options (Right to Buy)	\$68.2						(3)	01/28/2014	Common Stock	13,250		13,250		D	

**Explanation of Responses:**

- Balance as of January 23, 2009.
- All of these options are vested and exercisable in full.
- One-fifth of these options vest on January 28 of each of the five years beginning in 2005.

**Remarks:**

The reporting person serves as Senior Vice President - Information Services and Chief Information Officer of the Issuer's principal operating subsidiary, Mortgage Guaranty Insurance Corporation. This form is signed by the reporting person's attorney-in-fact pursuant to a previously filed power of attorney.

**Signatures**

Dan D. Stilwell, Attorney-in-Fact  
 \*\* Signature of Reporting Person

01/26/2009  
 Date

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

\* 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).

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

**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 Number.**