### Edgar Filing: KEARNEY DANIEL P - Form 4

| KEARNEY D<br>Form 4  | DANIEL P                                |   |  |                          |                                     |  |  |   |  |
|--|---|---|--|--------------------------|-------------------------------------|--|--|---|--|
| June 09, 2006  |   |   |  |                          |                                     |  |  |   |  |
| FORM   | 4                                       |   |  |                          |                                     |  |  | PPROVAL   |  |
|  | UNITED S                                | TATES SECUR<br>Was                        | ITIES AN<br>hington, l                           |                          |                                     | COMMISSION   | OMB<br>Number:   | 3235-0287   |  |
| Check this box<br>if no longer<br>subject to<br>Section 16.<br>Form 4 or<br>Form 5<br>obligations<br>may continue.<br>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF<br>SECURITIES<br>Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934<br>Section 17(a) of the Public Utility Holding Company Act of 1935 or Sect |   |   |  |                          | ge Act of 1934,<br>f 1935 or Sectio | Expires: January 31,<br>2005<br>Estimated average<br>burden hours per<br>response 0.5<br>n                         |  |   |  |
| <i>See</i> Instruct 1(b).  |   | 30(h) of the In                           | vestment (                                       | Company                  | Act of 19                           | 40   |  |   |  |
| (Print or Type Ro  | esponses)                               |   |  |                          |                                     |  |  |   |  |
| KEARNEY DANIEL P Symbo   |   |   | GIC INVESTMENT CORP                              |                          |                                     | 5. Relationship of Reporting Person(s) to<br>Issuer<br>(Check all applicable)                                      |  |   |  |
| (Last)<br>13 FLINT ST  | · · · · · ·                             | iddle) 3. Date of<br>(Month/D<br>06/09/20 | -  | nsaction                 |                                     | X Director<br>Officer (give<br>below)  |  | b Owner<br>er (specify  |  |
|  |   |   | mendment, Date Original<br>Month/Day/Year)       |                          |                                     | 6. Individual or Joint/Group Filing(Check<br>Applicable Line)<br>_X_ Form filed by One Reporting Person            |  |   |  |
| MARBLEHE   | EAD, MA 01945                           |   |  |                          |                                     | Form filed by M<br>Person  | More than One Re   | eporting  |  |
| (City)   | (State) (Z                              | Zip) Tabl                                 | e I - Non-De                                     | erivative Se             | ecurities Ac                        | quired, Disposed o   | f, or Beneficial   | lly Owned   |  |
| 1.Title of<br>Security<br>(Instr. 3)   | 2. Transaction Date<br>(Month/Day/Year) |   | 3.<br>Transactio<br>Code<br>(Instr. 8)<br>Code V | Disposed<br>(Instr. 3, 4 | (A) or<br>of (D)                    | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
| Common<br>Stock  |   |   | Coue V   | 2 mount                  |                                     | 13,741   | 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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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactio<br>Code<br>(Instr. 8) | 5. Number of<br>orDerivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and |                     | ate                | 7. Title and A<br>Underlying S<br>(Instr. 3 and | Securities                       | 8.<br>D<br>Se<br>(It |
|---|---|---|---|--|---|---------------------|--------------------|---|----------------------------------|----------------------|
|   |   |   |   | Code V                                 | 5)<br>(A) (D)   | Date<br>Exercisable | Expiration<br>Date | Title   | Amount or<br>Number of<br>Shares |                      |
| Share<br>Units <u>(1)</u>                           | <u>(2)</u>  | 06/09/2006                              |   | А                                      | 24.1866   | <u>(3)</u>          | (3)                | Common<br>Stock                                 | 24.1866                          |                      |

# **Reporting Owners**

| <b>Reporting Owner Name / Address</b>                       | Relationships |           |         |       |  |  |
|---|---------------|-----------|---------|-------|--|--|
| L O   | Director      | 10% Owner | Officer | Other |  |  |
| KEARNEY DANIEL P<br>13 FLINT STREET<br>MARBLEHEAD, MA 01945 | х             |           |         |       |  |  |
| <b>.</b> .  |               |           |         |       |  |  |

# Signatures

| Dan D. Stilwell,<br>Attorney-in-fact    | 06/09/2006 |  |  |
|---|------------|--|--|
| <u>**</u> 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). \*\*

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 acquired through compensation deferral.

- (1) Dividends which would have been received on shares represented by Share Units are also invested in Share Units. The Share Units are settled in cash, generally at the time the reporting person ceases to be a Director of the Issuer.
- These Share Units do not have a specified dollar-denominated exercise or conversion price. (Their value is based, on a one-for-one basis, (2) on the price of the Issuer's common stock on the New York Stock Exchange.)
- These Share Units do not become exercisable or expire on a fixed date. (Generally, the Share Units become payable at the time the (3) reporting person ceases to be a Director of the Issuer.)
- These Share Units were acquired through phantom dividend reinvestment and no price was paid by the reporting person for the Share (4) 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.