#### MGIC INVESTMENT CORP

Form 4

February 20, 2014

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \*

JASTROW KENNETH M II

2. Issuer Name and Ticker or Trading

Symbol

MGIC INVESTMENT CORP

3. Date of Earliest Transaction

[MTG]

(Check all applicable)

5. Relationship of Reporting Person(s) to

X\_ Director 10% Owner Officer (give title Other (specify

C/O TEMPLE-INLAND, INC., 1300

(Middle)

(Zip)

(First)

(State)

S. MO PAC EXPRESSWAY

(Street) 4. If Amendment, Date Original

(Month/Day/Year)

Filed(Month/Day/Year)

(Month/Day/Year)

02/14/2014

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

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

Issuer

below)

AUSTIN, TX 78746

(City)

(Instr. 3)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Ownership Indirect (I) (Instr. 4) (Instr. 4)

Reported Transaction(s)

(A) or (Instr. 3 and 4)

Common Stock

Code V Amount (D) Price

32,698 D

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)

### Edgar Filing: MGIC INVESTMENT CORP - Form 4

	i. Title of		3. Transaction Date	37 I. Decimed	••	3.110	31110 <b>C</b> 1 O1	o. Dute Energiad	ic and	7. True and 1	moun
]	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDeri	vative Securities	Expiration Date		Underlying S	Securit
;	Security	or Exercise		any	Code	Acqu	iired (A) or	(Month/Day/Year	r)	(Instr. 3 and	4)
(	Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Disp	osed of (D)				
		Derivative				(Inst	r. 3, 4, and 5)				
		Security									
		·						Date Exercisable	Expiration Date	Title	Amo
					Code V	(A)	(D)				Shar
	Share Units <sup>(1)</sup>	<u>(2)</u> <u>(3)</u>	02/14/2014		C		36,363.6364	02/01/2014(4)	(5)	Common Stock	36,

5. Number of

6 Date Exercisable and

7. Title and Amous

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
JASTROW KENNETH M II C/O TEMPLE-INLAND, INC. 1300 S. MO PAC EXPRESSWAY AUSTIN, TX 78746	X						

3. Transaction Date 3A. Deemed

## **Signatures**

1. Title of 2.

Dan D. Stilwell, Attorney-in-fact

\*\*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.
- (2) 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 converted Share Units were subject to certain restrictions and vested on February 1, 2014 when such restrictions lapsed.
- (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.
- The number of Share Units beneficially owned by the reporting person includes Share Units owned prior to August 15, 1996, which were and continue to be exempt from Section 16 of the Securities and Exchange Act of 1934. The reporting person disclaims any waiver of such exemption.

#### **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.

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