MGIC INVESTMENT CORP

Form 4

February 10, 2010

FORM 4

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

OMB 3235-0287 Number:

burden hours per

response...

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

0.5

of

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * PIERZCHALSKI LAWRENCE J			2. Issuer Name and Ticker or Trading Symbol MGIC INVESTMENT CORP [MTG]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
	(Last) (First) (Middle) GIC PLAZA, 250 EAST LBOURN AVENUE		3. Date of Earliest Transaction (Month/Day/Year) 02/10/2010	Director 10% Owner Officer (give title Other (specification) below) Executive Vice President		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
MILWAUKEE	E, WI 53202			Person		

(State)

(Zip)

(City)

		1401			required, 2 isposed	01, 01 2011011011	
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature o
Security	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired (A) or	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership
					Following	(Instr. 4)	(Instr. 4)
				()	Reported		

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

Security	(month buj rour)	Execution Bute, if Transaction required (11) of						I offin. Direct	mance
(Instr. 3)		any Code Disposed of (D))	Beneficially	(D) or	Benefic		
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Owners
		•					Following	(Instr. 4)	(Instr. 4
					(4)		Reported	, ,	
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	02/10/2010		F	2,335	D	\$ 6.2	299,541	D	
Common Stock	02/10/2010		F	5,656	D	\$ 6.2	293,885	D	
Common Stock	02/10/2010		F	4,156	D	\$ 6.2	289,729	D	
Common Stock	02/10/2010		F	5,530	D	\$ 6.2	284,199	D	
Common Stock	02/10/2010		F	8,294	D	\$ 6.2	275,905	D	

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Common Stock	02/10/20	10	D	1,620	D \$0 (1)	274,285	D			
Common Stock						2.476 <u>(2)</u>	I	By Iss Profit Sharir and Saving Plan	ng	
Reminder: Re	port on a separ	rate line for each class	of securities benefic	cially 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.						
			ive Securities Acqui its, calls, warrants, o				Owned			
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. Transactic Code (Instr. 8)	5. ioiNumber of Derivativ Securitie Acquirec (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day, ve es d	Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pri Deriv Secu (Insti
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (Right to Buy)	\$ 57.88					(3)	01/24/2011	Common Stock	25,000	
Employee Stock Option (Right to Buy)	\$ 63.8					(3)	01/23/2012	Common Stock	40,000	
Employee Stock Option (Right to Buy)	\$ 43.7					<u>(3)</u>	01/22/2013	Common Stock	27,000	

Employee Stock

\$ 68.2

01/28/2014 Common 27,000

Stock

Option (Right to Buy)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

PIERZCHALSKI LAWRENCE J MGIC PLAZA 250 EAST KILBOURN AVENUE MILWAUKEE, WI 53202

Executive Vice President

Signatures

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) These restricted shares were forfeited by the reporting person pursuant to the terms and conditions under which they were issued to the reporting person. No price was paid or received by the reporting person in connection with this forfeiture.
- (2) Balance as of December 31, 2009.
- (3) All of these options are vested and exercisable in full.

Remarks:

The reporting person serves as Executive Vice President - Risk Management of the Issuer's principal operating subsidiary, Mo 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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