

RICHARDS ROBERT
Form 4/A
December 28, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
RICHARDS ROBERT

(Last) (First) (Middle)

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)
12/21/2005

4. If Amendment, Date Original Filed(Month/Day/Year)
12/23/2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4)
Common Stock				(A) or (D)	8,300	D	

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)

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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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am or Num of S
dividend equivalent rights ⁽³⁾	\$ 0 ⁽²⁾	12/21/2005		A	2.8409 ⁽⁴⁾	02/08/2015 ⁽³⁾	02/08/2015 ⁽³⁾	common stock	2.8
phantom stock unit	\$ 0 ⁽²⁾					02/08/2015	02/08/2015	common stock	2.8
phantom stock unit	\$ 0 ⁽²⁾					02/10/2014	02/10/2014	common stock	2.8
stock option	\$ 20.3125					01/19/2001	01/19/2009	common stock	2.8
Phantom Stock Unit	\$ 0 ⁽²⁾					04/13/2009	04/13/2009	common stock	8
Phantom Stock Unit	\$ 0 ⁽²⁾					12/17/2009	12/17/2009	common stock	8
stock option	\$ 21.0313					01/18/2001	01/18/2010	common stock	2.8
Phantom Stock Unit	\$ 0 ⁽²⁾					12/05/2010	12/05/2010	common stock	8
stock option	\$ 27.1875					01/22/2002	01/22/2011	common stock	2.8
stock option	\$ 35.81					11/06/2002	11/06/2011	common stock	2.8
Phantom Stock Unit	\$ 0 ⁽²⁾					11/06/2011	11/06/2011	common stock	8
stock option	\$ 35.79					01/30/2004	01/30/2013	common stock	2.8
Phantom Stock Unit	\$ 0 ⁽²⁾					01/30/2013	01/30/2013	common stock	8

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

RICHARDS ROBERT
1601 MARKET STREET X
PHILADELPHIA, PA 19103

Signatures

Howard S. Yaruss Howard S. Yaruss (POA) 12/28/2005
Atty-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) n/a
- (2) 1-for-1
- (3) dividend equivalent rights accrued on phantom stock units and become exercisable proportionately with the options to which they relate.
- (4) dividend equivalent calculation amended (error = 0.3 of a share)

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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