

CASALE MARK
Form 4/A
February 10, 2006

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 *
CASALE MARK

(Last) (First) (Middle)

RADIAN GROUP INC., 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)
Senior Vice President

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| common stock | | | | | 2,519 | D | |
| common stock | | | | | 1,850 | I | owned by 401K stock fund |

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)

| 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 Amount or Number of Shares |
| Stock Options | \$ 56.03 | 02/07/2006 | | A | 17,700 | 02/07/2007 02/07/2013 | Common Stock 17,700 |
| Phantom Stock Unit | \$ 0 ⁽²⁾ | | | | | 01/02/2007 01/15/2007 | Common Stock 4,000 |
| Dividend Equivalent rights | \$ 0 ⁽²⁾ | | | | | 01/01/2007 01/15/2007 | Common Stock 1,390 |
| Stock Options | \$ 48.39 | | | | | 02/08/2006 02/08/2012 | Common Stock 5,500 |
| stock option | \$ 45.95 | | | | | 02/10/2005 02/10/2014 | common stock 9,000 |
| stock option | \$ 39.34 | | | | | 08/07/2001 08/07/2011 | common stock 10,000 |
| stock options | \$ 35.81 | | | | | 11/06/2002 11/06/2011 | common stock 5,000 |
| stock option | \$ 35.79 | | | | | 01/30/2004 01/30/2013 | common stock 10,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CASALE MARK
RADIAN GROUP INC.
1601 MARKET STREET
PHILADELPHIA, PA 19103

Senior Vice President

Signatures

Howard S. Yaruss /s/ Howard S. Yaruss (power of attorney

02/10/2006

**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 calculation amended (error = 0.1468 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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