

RADIAN GROUP INC
Form 4/A
September 29, 2006

FORM 4

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

OMB APPROVAL

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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 *
YARUSS HOWARD S

(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)
09/27/2006

4. If Amendment, Date Original Filed (Month/Day/Year)
09/29/2006

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive VP and Secretary

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 09/27/2006 | | M | 18,750 A \$ 35.79 | 28,478 | D | |
| common stock | 09/27/2006 | | S | 18,750 D \$ 61.1276 | 9,728 ⁽²⁾ | D | |
| Common Stock | | | | | 400 ⁽⁴⁾ | I | As custodian for nephew |
| Common Stock | | | | | 400 ⁽⁴⁾ | I | As custodian for neice |

Common Stock 1,799 ⁽¹⁾ I 401K stock fund

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 | | | | | 02/07/2007 02/07/2013 | common stock 11,400 |
| stock options | \$ 48.39 | | | | | 02/08/2006 02/08/2012 | common stock 9,500 |
| stock option | \$ 45.95 | | | | | 02/10/2005 02/10/2014 | common stock 18,000 |
| stock option | \$ 27.1875 | | | | | 01/22/2002 01/22/2011 | Common stock 6,250 |
| stock option | \$ 35.81 | | | | | 11/06/2002 11/06/2011 | Common stock 11,000 |
| stock option | \$ 35.79 | 09/27/2006 | | M | 18,750 | 01/30/2004 01/30/2013 | Common stock 6,250 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| YARUSS HOWARD S 1601 MARKET STREET PHILADELPHIA, PA 19103 | | | Executive VP and Secretary | |

Signatures

Howard S.
Yaruss

09/27/2006

__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) Shares owned by 401K stock fund
- (2) Includes 106 shares purchased in the ESPP on June 30, 2006
- (3) N/A
- (4) shares previously reported as gifted. As custodian Mr. Yaruss will continue to report these shares as an indirect ownership.

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.