

MGIC INVESTMENT CORP
Form 4
March 03, 2003

FORM 4

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

OMB APPROVAL

☐ 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

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response. . 0.5

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

Filed By
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1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol				6. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Jastrow II, Kenneth M.			MGIC Investment Corporation (MTG)				☒ Director		
(Last) (First) (Middle)			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)				4. Statement for Month/Day/Year		
c/o Temple-Inland, Inc.							03/03/2003		
1300 S. Mo Pac Expressway									
(Street)							5. If Amendment, Date of Original (Month/Day/Year)		
Austin, TX 78746							7. Individual or Joint/Group Filing (Check Applicable Line)		
							☒ Form filed by One Reporting Person		
							☐ Form filed by More than One Reporting Person		
(City) (State) (Zip)			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 & 5)	5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
Common Stock	02/28/03		A	836 ⁽¹⁾	A	\$39.46	D		
Common Stock	02/28/03		A	1,254 ⁽²⁾	A	---	9,514	D	

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) 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	3. Transaction Date (Month/	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned	10. Ownership Form of Deriv-	11. I
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	Security	Day/ Year)	(Month/ Day/ Year)	(Instr. 8)		(D) (Instr. 3, 4 & 5)					Following Reported Transaction(s) (Instr. 4)	ative Security: Direct (D) or Indirect (I) (Instr. 4)		
				Code	V	(A)	(D)	Date Exer-cisable	Expira- tion Date				Title	Amount or Number of Shares
Share Units ⁽³⁾	One-for-One	03/03/03		A		4.32695 ⁽⁴⁾			N/A	Common Stock	4.32695	\$39.46	6,833.98192 ⁽⁵⁾	D

Explanation of Responses:

(1) These shares were acquired by the reporting person under the Issuer's 2002 Stock Incentive Plan.

(2) Pursuant to the Issuer's 2002 Stock Incentive Plan, the reporting person is awarded one and one-half (1 1/2) shares of restricted Common Stock for each share of Common Stock acquired by the reporting person under the Plan.

(3) 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 acquired through compensation deferral. Dividends which would have been received on shares represented by Share Units are also invested in Share Units. The Share Units are settled in cash, generally at the time the reporting person ceases to be a Director of the Issuer.

(4) These Share Units were acquired through phantom dividend reinvestment.

(5) 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.

(6) This form is signed by the reporting person's attorney-in-fact pursuant to a previously filed power of attorney.

By: /s/ **Dan D. Stilwell**

Dan D. Stilwell, Attorney-in-fact⁽⁶⁾

****Signature of Reporting Person**

March 3, 2003

Date

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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