

MGIC INVESTMENT CORP
 Form 4/A
 April 01, 2015

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 *
 Hughes James 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)

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/02/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP-Sales & Bus. Development

C/O MGIC INVESTMENT CORPORATION, 250 EAST KILBOURN AVENUE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
 03/18/2015

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MILWAUKEE, WI 53202

(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 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)	Price		
Common Stock	03/02/2015		G V	6,207 (1)	D (3) 74,573	D	
Common Stock	03/17/2015		G V	11,410 (2)	D (3) 63,163	D	
Common Stock	03/17/2015		G V	11,410 (2)	A (3) 54,645	I	By Family Trust
Common Stock					674.229 (4) (5)	I	In Issuer's Profit Sharing

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amount. Pursuant to Instruction 9(b) to Form 4, only the lines of the original Form 4 requiring correction or amendment are being restated on this amended Form 4.

- In the original Form 4, two digits were transposed in the amount of securities gifted by the reporting person on March 17, 2015. This
- (2) amended Form 4 is being filed to correct the number of gifted shares and the amount of securities beneficially owned by the reporting person after this gift.
 - (3) The reporting person transferred these securities to a family trust and no compensation was received by the reporting person for such transfer.
 - (4) Balance as of December 31, 2014.
- As a result of a typographical error, a comma rather than a decimal point was inserted in the amount of indirectly owned non-derivative
- (5) securities reported in the original Form 4, resulting in an overstatement of such amount. This Form 4 is being filed to correct such amount.

Remarks:

This Form 4 is signed and submitted by the reporting person's attorney-in-fact pursuant to a previously filed limited power of a

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.