

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

and
Savings
Plan

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Hughes James J.
C/O MGIC INVESTMENT CORPORATION
250 EAST KILBOURN AVENUE
MILWAUKEE, WI 53202

Relationships

Director 10% Owner Officer Other

SVP-Sales & Bus. Development

Signatures

Dan D. Stilwell,
Attorney-in-Fact 03/31/2015

__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) This gift of 6,207 shares occurred on March 2, 2015, was reported on the original Form 4 filed on March 18, 2015, but had already been accounted for in the Form 3 filed by the reporting person on March 2, 2015. Accordingly, the amount of non-derivative securities directly owned by the reporting person was understated by the reporting person on the original Form 4. This Form 4 is being filed to correct that

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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.

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