#### MGIC INVESTMENT CORP

Form 4

January 27, 2016

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

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Estimated average burden hours per

**OMB APPROVAL** 

response...

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue.

See Instruction

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(b).

1. Name and Address of Reporting Person \*

Nicolaisen Donald T

2. Issuer Name and Ticker or Trading Symbol

MGIC INVESTMENT CORP

[MTG]

3. Date of Earliest Transaction

01/25/2016

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

(Last)

(First)

(Middle)

(Month/Day/Year)

X\_ Director 10% Owner Officer (give title Other (specify

C/O MGIC INVESTMENT CORPORATION, 250 EAST KILBOURN AVENUE

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

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 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

Code (Instr. 8)

3.

TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

4. Securities

Securities Beneficially Owned Following

Reported

5. Amount of

Form: Direct (D) or Indirect (I) (Instr. 4)

Indirect Beneficial Ownership (Instr. 4)

6. Ownership 7. Nature of

(A)

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

Common Stock

26,399

D

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: MGIC INVESTMENT CORP - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of		<ol><li>Date Exercisab</li></ol>	le and	7. Title and A	Amour
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orDerivative Secur	ities	Expiration Date		Underlying S	Securit
Security	or Exercise		any	Code	Acquired (A) or		(Month/Day/Year	r)	(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Disposed of (D)					
	Derivative				(Instr. 3, 4, and 5	5)				
	Security									
							Date Exercisable	Expiration Date	Title	Amo Num Shar
				Code V	(A)	(D)				Silai
Share Units (1)	(2) (3)	01/25/2016		A	17,667.8445		02/01/2017(4)	(5)	Common Stock	17,

### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

Nicolaisen Donald T C/O MGIC INVESTMENT CORPORATION 250 EAST KILBOURN AVENUE MILWAUKEE, WI 53202



### **Signatures**

Dan D. Stilwell, Attorney-in-Fact

01/26/2016

\*\*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) 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 awarded to the reporting person.
- (2) These Share Units do not have a specified dollar-denominated exercise or conversion price. (Their value is based, on a one-for-one basis, on the price of the Issuer's common stock on the New York Stock Exchange.)
- (3) These Share Units are settled in cash, on a specified date, unless a qualified election for later distribution is made by the reporting person.
- (4) The Share Units awarded on this transaction date are settled in cash ten business days after February 1, 2017 unless a qualified election for later distribution is made by the reporting person.
- These Share Units do not expire on a fixed date, except that the Share Units awarded on this transaction date and on January 26, 2015 are (5) settled in cash ten business days after February 1, 2017 and 2016, respectively, unless a qualified election for later distribution is made by the reporting person.
- (6) These Share Units were awarded to the reporting person pursuant to the Issuer's Deferred Compensation Plan for Non-Employee Directors and no price was paid by the reporting person for the Share Units.

#### **Remarks:**

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

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.

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