Karpowicz James A Form 4 February 11, 2013

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

**OMB** 3235-0287 Number:

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005

**OMB APPROVAL** 

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

burden hours per response... 0.5

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \*

(First)

(State)

2. Issuer Name and Ticker or Trading Symbol

Issuer

below)

Karpowicz James A

MGIC INVESTMENT CORP

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Middle)

(Zip)

[MTG] 3. Date of Earliest Transaction

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

Senior Vice President

MGIC PLAZA, 250 EAST KILBOURN AVENUE

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

(Street)

Applicable Line)

Filed(Month/Day/Year)

(Month/Day/Year)

02/10/2013

\_X\_ 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

MILWAUKEE, WI 53202

		Table 1 Tion Derivative Securities required, Disposed of, or Denementary Owned							
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired ction(A) or Disposed of			5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio				Securities	Form: Direct	Indirect
(Instr. 3)	•	any	Code	(D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)			Owned	Indirect (I)	Ownership
		•				Following	(Instr. 4)	(Instr. 4)	
							Reported		
					(A)		Transaction(s)		
			~		or	<b>.</b> .	(Instr. 3 and 4)		
			Code V	Amount	(D)	Price			
Common	02/10/2013		F	2 026	D	\$	205 522	D	
Stock	02/10/2015		Г	2,820	ע	2.75	205,523	D	
Common	02/10/2012		E	2 925	Ъ	\$	202,698	D	
Stock	02/10/2013		F	2,823	ע	2.75	202,098	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.

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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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			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
Share Units (3)	<u>(4)</u>					02/10/2013(2)	(2)	Common Stock	11,934
Employee Stock Options (Right to Buy)	\$ 68.2					<u>(1)</u>	01/28/2014	Common Stock	7,000

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Karpowicz James A MGIC PLAZA 250 EAST KILBOURN AVENUE MILWAUKEE, WI 53202

Senior Vice President

## **Signatures**

Dan D. Stilwell,

Attorney-in-Fact 02/10/2013

\*\*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) All of these options are vested and exercisable in full.
- (2) One-third of these Share Units vest on February 10 of each of the three years beginning in 2012, subject to the reporting person's continued employment with the Issuer.
- (3) These Share Units correspond to shares of Common Stock of the Issuer. The Share Units are settled in cash if and when they vest.
- (4) 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 average price of the Issuer's common stock on the New York Stock Exchange over a defined period.)

Reporting Owners 2

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#### **Remarks:**

This form is 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.