Zandi Mark Form 4/A February 15, 2013

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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response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Zandi Mark

2. Issuer Name and Ticker or Trading Symbol

Issuer

MGIC INVESTMENT CORP

(Check all applicable)

5. Relationship of Reporting Person(s) to

[MTG]

(Last) (First) 3. Date of Earliest Transaction

X_ Director 10% Owner Officer (give title Other (specify

(Month/Day/Year) 01/28/2013

MGIC PLAZA, 250 EAST KILBOURN AVENUE

> (Street) 4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year) 01/29/2013

X Form filed by One Reporting Person Form filed by More than One Reporting

below)

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)

(Middle)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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

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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 Conversion 3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if TransactionDerivative Securities

5. Number of

6. Date Exercisable and **Expiration Date**

7. Title and Amoun Underlying Securit

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Code

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	Disposed of (D) (Instr. 3, 4, and 5 (A)	Date Exercisable	Expiration Date	Title	Amo Num Shar
Share Units (1)	(3) (4)	01/28/2013		A	36,363.6364 (4)	02/01/2014(5)	<u>(6)</u>	Common Stock	36,3

Acquired (A) or

(Month/Day/Year)

(Instr. 3 and 4)

Reporting Owners

or Exercise

Reporting Owner Name / Address	Relationships					
•	Director	10% Owner	Officer	Other		
Zandi Mark						
MGIC PLAZA	X					
250 EAST KILBOURN AVENUE	Λ					
MILWAUKEE, WI 53202						

any

Signatures

Security

Dan D. Stilwell,

Attoney-in-Fact 02/15/2013

**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).
- This amended Form 4 is being filed to correct vesting information contained in Item 6 of Row 1 of Table II and footnote 4 of the original (1) Form 4 for this transaction. 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.
- (2) 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.
- (3) 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.)
- (4) These Share Units are settled in cash, on a specified date, unless a qualified election for later distribution is made by the reporting
- (5) The Share Units awarded on this transaction date are subject to certain restrictions and vest when such restrictions lapse. The restrictions lapse on February 1, 2014.
- (6) These Share Units do not expire on a fixed date. Under certain circumstances, the Share Units are subject to forfeiture if the reporting person ceases to be a Director of the Issuer before the lapse of restrictions on the Share Units.
- (7) 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 and filed on behalf of the reporting person by the reporting person's attorney-in-fact pursuant to a Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Reporting Owners 2

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