SEC Form 4
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Instruction 1(b)

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL							
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 19	934
or Section 30(h) of the Investment Company Act of 1940	

1. Name and Address of Reporting Person*   2. Issuer Name and Ticker or Trading Symbol   5. Relationship of Reporting Person(s) to Issuer     Poliner Gary A.   (Last)   (First)   (Middle)     (Last)   (First)   (Middle)     C/O MGIC INVESTMENT CORPORATION   3. Date of Earliest Transaction (Month/Day/Year)   5. Relationship of Reporting Person(s) to Issuer     (Street)   MILWAUKEE   WI   53202     (City)   (State)   (Zip)			Table I - Non-D	Derivative Securities Acquired, Disposed of, or Ben	eficially C	Dwned	
Poliner Gary A.   MGIC INVESTMENT CORP [ MTG ]   (Check all applicable)     (Last)   (First)   (Middle)     C/O MGIC INVESTMENT CORPORATION   3. Date of Earliest Transaction (Month/Day/Year)   Other (specify below)     250 EAST KILBOURN AVENUE   4. If Amendment, Date of Original Filed (Month/Day/Year)   6. Individual or Joint/Group Filing (Check Applicable Lin X Form filed by One Reporting Person)	(City)	(State)	(Zip)				
Poliner Gary A.   MGIC INVESTMENT CORP [ MTG ]   (Check all applicable)   X   Director   10% Owner     (Last)   (First)   (Middle)   3. Date of Earliest Transaction (Month/Day/Year)   Other (specify below)   Other (specify below)     O/27/2020   01/27/2020   01/27/2020   01/27/2020   01/27/2020   01/27/2020	l` í	WI	53202	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv X	Form filed by One Rep	porting Person
Poliner Gary A.   MGIC INVESTMENT CORP [ MTG ]   (Check all applicable)     X   Director   10% Owner     Officer (give title   Other (specify     balant   Officer (give title   Other (specify	C/O MGIC INV	ESTMENT C	CORPORATION			Delowy	DC10W)
	Poliner Gary	<u>A.</u>		, , , , , , , , , , , , , , , , , , ,		k all applicable) Director Officer (give title	10% Owner Other (specify

## Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	(Month/Day/Year) if any		xecution Date, Transacti		4. Securities A Disposed Of (I			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)

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

(e.g., puis, cais, warrans, options, convertible securities)														
2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code (		Derivative Securities Acquired ( or Dispose	Expiration Date (Month/Day/Year) (A) ed of		r) Securities Underlying Derivative Security			derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)		
(2)	01/27/2020		A		7,315.289		02/15/2021 <sup>(4)</sup>	(5)	Common Stock	7,315.289	(3)	125,755.5033	D	
	Conversion or Exercise Price of Derivative Security	Conversion or Exercise Price of Derivative Security	2. Conversion or Exercise Price of Derivative Security 3. Transaction (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year)	2. Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year) 3A. Deemed Execution Date, if (Month/Day/Year) Code ( 8) Code	2. Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) 34. Deemed Execution Date, if any (Month/Day/Year) 34. Deemed Execution Date, if any (Month/Day/Year) Code (Instr. 8) Code V	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 Derivative Securities (D) (Instr. and 5)   Derivative Security 5. Number Derivative Securities (D) (Instr. and 5) 5. Number Derivative Securities (D) (Instr. and 5)	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)   2. Code V (A) (D)	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 Exercise Expiration Date (Month/Day/Year)     2. Code   V   (A)   0.   0.     2. Derivative Securities   0.   0.   0.     2. Derivative Security   0.   0.   0.	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)	2. Conversion or Exercise Price of 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 an Securities Derivative (Instr. 3 an and 5)     (2)   01/27/2020   A   7. 315 289   0215 2021(4)   (5)   Common	2. Conversion or Exercise Price of Derivative Security   3. Transaction Date (Month/Day/Year)   3. 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 Securities Underlying Derivative Security (Instr. 3 and 4)     (2)   01/27/2020   A   7. 315.280   Date Code (Instr. 3, 4)   Date (D)   Expiration Date   Title   Amount or Number of Shares	2. Conversion or Exercise Price of Derivative Security   3. Transaction Date (Month/Day/Year)   3. 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 Securities Underlying Derivative Security (Instr. 3 and 4)   8. Price of Derivative Security (Instr. 5)     (a)   (b)   (c)   (c)	2. Conversion or Exercise Price of Derivative Security   3. Transaction Date (Month/Day/Year)   3. Deemed Execution Date, if any (Month/Day/Year)   4. Transaction Derivative Securities   5. Number of Derivative Securities   6. Date Exercisable and Expiration Date (Month/Day/Year)   7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)   8. Price of Derivative Securities   9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)     (2)   01/27/2020   4   7.315.280   024E-cop1(4)   (5)   Common Common   7. 215.280   (3)   125.755.5033	2. Conversion or Exercise Price of Derivative Security   3. Transaction Date (Month/Day/Year)   3. Deemed Execution Date, if any (Month/Day/Year)   4. Transaction Code (Instr. 8)   5. Number of Derivative Acquired (A)   6. Date Exercisable and Expiration Date (Month/Day/Year)   7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)   8. Price of Derivative Securities Beneficially Ownership Form: Direct (D) or Insposed of (D) (Instr. 3, 4 and 5)   9. Number of Derivative Securities   9. Number of Derivative Securities   10. Ownership Form: Direct (D) Ownership Form: Direct (D) Or Instr. 4)   10. Ownership Form: Direct (D) Ownership Form: Direct (D) Or Instr. 4)   10. Ownership Form: Direct (D) Ownership Form: Direct (D) Or Instr. 4)     (2)   01/27/2020   4.   7. 315 289   0215 2021(4)   (5)   Common Common   7. 315 289   (3)   125 755 5033   D

Explanation of Responses:

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 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.

4. These Share Units awarded on this transaction date are settled in cash ten business days after February 1, 2021 unless a qualified election for a later distribution was made by the reporting person.

5. These Share Units do not expire on a fixed date. They are settled in cash on a specified date, unless a qualified election for later distribution is made by the reporting person.

## **Remarks:**

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

Martha F.	Tsuchihashi, Attorney- 01/29/2020
in-Fact	<u> </u>

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.