SEC Form 4

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

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3235-0287
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
Filed pursuant to Section 10(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

			or Section 30(n) of the investment Company Act of 1940						
1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol MGIC INVESTMENT CORP [MTG]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
<u>Poliner Gary A.</u>				X	Director	10% Owner			
			—		Officer (give title	Other (specify			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		below)	below)			
C/O MGIC IN	VESTMENT O	CORPORATION	03/31/2016						
250 EAST KIL	BOURN AVE	NUE							
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv	idual or Joint/Group Filin	g (Check Applicable Line			
(Street)				X	Form filed by One Re	• • • •			
MILWAUKEE	WI	53202			Form filed by More that	an One Reporting Person			
			—						
(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) 2. Transaction Execution D if any (Month/Day		Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1130.4)

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

(e.g., puis, cans, warrants, 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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)			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)(3)	03/31/2016		A		4,726.206		02/01/2017 ⁽⁴⁾	(5)	Common Stock	4,726.206	\$0 ⁽⁶⁾	65,424.0916	D	
	or Exercise Price of Derivative Security (2)(3)	Conversion or Exercise Price of Derivative Security	Conversion or Exercise Price of Derivative Security Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (2)(3) 03/31/2016	Conversion or Exercise Price of Derivative Security Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Trans Code (8) (Month/Day/Year) Code (2)(3) 03/31/2016 A	Conversion or Exercise Price of Derivative Security Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code (Instr. 8) v v (2)(3) 03/31/2016 A	Conversion or Exercise Price of Derivative Security Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code (Instr. 8) Derivative Securities Acquired (or Dispose (D) (0) (instr. and 5) (2)(3) 03/31/2016 A A 4,726.206	Conversion or Exercise Price of Derivative Security Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4) (2)(3) 03/31/2016 A A 4,726.206	Conversion or Exercise Price of Derivative Security Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code (Month/Day/Year) Derivative Securities N ⁻	Conversion or Exercise Security Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code (Month/Day/Year) Derivative Securities (Month/Day/Year) Expiration Date (Month/Day/Year) Derivative Security A V Acquired (A) or Disposed of (D) (Instr. 3, 4) Bate (Month/Day/Year) Expiration Acquired (A) or Disposed of (D) (Instr. 3, 4) Bate Expiration Date (2)(3) 03/31/2016 A A 4,726.206 0 02/01/2017 ⁽⁴⁾ (5)	Conversion or Exercise Price of Derivative Security Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code (Instr. 8) Derivative Securities or Disposed of (D) (Instr. 3, 4) Expiration Date (Month/Day/Year) Securities Derivative (Instr. 3 ar 2(3) 03/31/2016 A A 4,726.206 0 02/01/2017 ⁽⁴⁾ (5) Common Stock	Conversion or Exercise Security Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code (Month/Day/Year) Derivative Securities (Month/Day/Year) Expiration Date (Month/Day/Year) Securities Underlying Derivative Security (Instr. 3, 4) Derivative Security A V V Image: Comparison of the texperiation of texp	$ \frac{\text{Date}}{\text{or Exercise}} \sum_{\substack{\text{Price of Derivative}\\\text{Security}}} \frac{\text{Date}}{(\text{Month/Day/Year)}} \left(\frac{\text{Execution Date},}{\text{if any}} \underbrace{\text{Transaction}}{(\text{Month/Day/Year)}} \cdot \frac{\text{Transaction}}{\text{Sole}} \cdot \frac{\text{Derivative}}{\text{Securitise}} \\ \frac{\text{Acquired}(\text{A})}{\text{or Disposed of }} \cdot \frac{\text{Expiration Date}}{(\text{Month/Day/Year)}} \cdot \frac{\text{Securitise}}{\text{Securitise}} \\ \frac{\text{Acquired}(\text{A})}{(\text{D}) (\text{Instr. 3} + 4)} \cdot \frac{\text{Securitise}}{\text{Securitise}} \\ \frac{\text{Expiration Date}}{(\text{Instr. 3} + 4)} \cdot \frac{\text{Securitise}}{(\text{Instr. 3} + 4)} \cdot \frac{\text{Securitise}}{(\text{Instr. 3} + 4)} \cdot \frac{\text{Security}}{(\text{Instr. 3} + 4)} \cdot $	Conversion or Exercise Security Date (Month/Day/Year) Exploation Date, if any (Month/Day/Year) Transaction of any (Month/Day/Year) Derivative any (Month/Day/Year) Expiration Date Securities Expiration Date (Month/Day/Year) Securities Underlying Derivative Security Derivative Securities Derivative Securities<	Conversion or Exercise Price of Derivative Security Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code (Instr. 8) Derivative Securits No Expiration Date (Month/Day/Year) Securits (Month/Day/Year) Derivative Securits No Securits (Month/Day/Year) Derivative Securits (Instr. 3) Derivative Securities (Instr. 3) Derivative Security (Instr. 4) Derivative

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 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.

5. 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 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.

Dan D. Stilwell, Attorney-in-fact 04/01/2016

** Signature of Reporting Person Date

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

 \ast 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.