FORM 4

to Section 16. Form 4 or Form 5

obligations may continue. See

Instruction 1(b).

Check this box if no longer subject

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

·					r Name and Ticker or T Investment Corporation			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
								X Director	10% Owner		
(Last) (First) (Middle)							atement for th/Day/Year	Officer (give title below)	_ Other (spe	ecify below)	
106 Central Street				if an entity (voluntary)			1/2003		_		
(Street) Wellesley, MA 02481						Date	Amendment, of Original nth/Day/Year)	7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City) (State) (Zip)					Table I — No	n-Deriv	ative Securitie	es Acquired, Disposed of, or Beneficially Owned			
(Instr. 3) action Exe		2A. Deemed Execution Date,		ode	4. Securities Acquired (Instr. 3, 4 & 5)	(A) or D	-	5. Amount of Securities Beneficially	6. Owner- ship Form: Direct (D)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
	(Month/ Day/ Year)	if any (Month/Day/ Year)	Code	V	Amount	(A) or (D)	Price	Owned Follow- ing Reported Transactions(s) (Instr. 3 & 4)	or Indirect (I) (Instr. 4)		
Common Stock	N/A	N/A						10,100	D		

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

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2. Conver-	3. Trans-	3A.	4.	5. Number of Derivati	ve	6. Date		7. Title an	d Amount	8. Price of	9. Number of	10.	11. Nature
Derivative	sion or	action	Deemed	Trans-	Securities Acquired (A	(a) or	Exercisa	able	of Underl	ying	Derivative	Derivative	Owner-	of Indirect
Security	Exercise	Date	Execution	action	Disposed of (D)		and Exp	iration	Securities		Security	Securities	ship	Beneficial
	Price of		Date,	Code			Date		(Instr. 3 &	(4)	(Instr. 5)	Beneficially	Form	Ownership
(Instr. 3)	Derivative	(Month/	if any		(Instr. 3, 4 & 5)		(Month/D	ay/				Owned	of	(Instr. 4)
	Security	Day/ Year)	(Month/	(Instr.			Year)					Following	Deriv-	
		′	Day/ Year)	8)								Reported	ative	
												Transaction(s)	Security:	
				Code	(A)	(D)	Date	Expira-	Title	Amount	1	(Instr. 4)	Direct	
					\ '	` ´	1	tion		or			(D)	
							cisable	Date		Number			or	
								l		of			Indirect	
								l		Shares			(I)	
													(Instr. 4)	
Share	One-for-	03/31/03		A	432.90043(2)		<u>(1)</u>	N/A	Common	432.90043	\$39.27	2,683.76915 ⁽³⁾	D	
Units ⁽¹⁾	One								Stock					

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 acquired through compensation deferral. Dividends which would have been received on shares represented by Share Units are also invested in Share Units. The Share Units are settled in cash, generally at the time the reporting person ceases to be a Director of the Issuer.
- (2) These Share Units were acquired through compensation deferral.
- (3) The number of Share Units beneficially owned by the reporting person includes Share Units owned prior to August 15, 1996, which were and continue to be exempt from Section 16 of the Securities and Exchange Act of 1934. The reporting person disclaims any waiver of such exemption.
- (4) This form is signed by the reporting person's attorney-in-fact pursuant to a previously filed power of attorney.

By: /s/ Dan D. Stilwell Dan D. Stilwell, Attorney-in-fact (4). March 31, 2003 Date

**Signature of Reporting Person

**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.

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^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).