### 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

OMB APPROVAL

OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response. . .0.5

## 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

Filed By Romeo and Dye's Section 16 Filer www.section16.net

Common Stock												
Common Stock   Carbon   Carb	1. Name and Address of Reporting Person*				2. Issuer Name <b>and</b> Ticker or Trading Symbol				6. Relationship of Reporting Person(s)			
Clast   (First   (Middle)   A   Statement for Reporting Person, if an entity (voluntary)   A   Statement for Reporting Person, if an entity (voluntary)   A   Statement for Reporting Person, if an entity (voluntary)   A   Statement for Month/Day/Year 03/03/2003   S   St. If Amendment, Date of Original (Month/Day/Year)   Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned				MG	IC I	Investment Corpora	ntion (I	MTG)	to Issuer (Check all applicable	e)		
Agency   Column   Stock   Column   Sto					• • • •				X Director 10% Owner			
4201 Cathedral Avenue, N.W.    Street   Street	- 0				R.S.	Identification Numb	er 4	Statement for Officer (give title below)		Other (spe	_	
4201 Cathedral Avenue, N.W.  (Street)  Washington, DC 20016  (City) (State) (Zip)  Table I — Non-Derivative Securities Acquired, Month/Day/Year)  Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Ownersh (Instr. 3)  (Instr. 3)  Let (Month/Day/Year)  A Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)  Execution Date (Month/Day/Year)  (Instr. 8)  Code (Month/Day/Year)  A Sommon Stock (D2/28/03)  A Toble I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transactions(s) (Instr. 4)  Owned Following Reported Transactions(s) (Instr. 4)  Common Stock (D2/28/03)  A Toble I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Indirect (Instr. 3, 4 & 5)  Securities Beneficially Owned Following Reported Transactions(s) (Instr. 4)  Owned Following Reported Transactions(s) (Instr. 4)  D Common Stock (D2/28/03)  A Toble I — Non-Derivative Securities Acquired, Disposed of (D) Securities Beneficially Owned Following Reported Transactions(s) (Instr. 4)  To Month/Day/Year)  Owned Following Reported Transactions(s) (Instr. 4)  D D  Common Stock (D2/28/03)  A Toble I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Indirect (Instr. 3, 4 & 5)  Securities Beneficially Owned Following Reported Transactions(s) (Instr. 4)  Owned Following Reported Transactions(s)  Instr. 3 & 4)  D D	, , , , , , ,									_ ``	,	
(Street) Washington, DC 20016  (City) (State) (Zip)  Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security Clinstr. 3) Date (Month/Day/ Year)  Date (Month/Day/ Year)  (Month/Day/ Year)  A Saya-46  Common Stock (02/28/03)  A 759(2) A  Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  7. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by More than One Reporting Person  Form filed by One Reporting Person  Form filed by One Reporting Person  Form filed by More than One Reporting Person  Form filed by One Re												
Date of Original (Month/Day/Year)   Date of Original (Month/Day/Year)   State)   City   (State)   (Zip)   Table I — Non-Derivative Securities   Acquired, Disposed of, or Beneficially Owned	7201 Cathedral / Wende, IV. W.				in thirty (voluntary)					_		
Common Stock   O2/28/03   City   Ci	(Street)				,			5. If Amendment,	7. Individual or Joint/Group Filing (Check Applicable Line)			
(City) (State) (Zip)  Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security [Instr. 3)  Constant [Instr. 3]  Date [Month/Day/Year]  Common Stock   02/28/03   A   A   Society [Instr. 3, 4   Society [Instr. 4]   A   Society								Date of Original	$\underline{\mathbf{X}}$ Form filed by One Reporting Person			
1. Title of Security 2. Trans- action Execution Date (Instr. 3)  Code V Amount (D) Amount (D) Vear)  Common Stock 02/28/03 A	Washington, DC 20016							4onth/Day/Year) ☐ Form filed by More than One Reporting Person		Person		
1. Title of Security 2. Trans- action Execution Date (Instr. 3)  Code V Amount (D) Amount (D) Vear)  Common Stock 02/28/03 A												
Common Stock	(City) (State) (Zip)					Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
Date	1. Title of Security	2. Trans-	2A. Deemed	3. Trans	-	4. Securities Acquire	ed (A)	or Disposed of (D)	5. Amount of	6. Owner-	7. Nature of Indirect	
Code   V   Amount   (A)   Price   Owned Following Reported Transactions(s)   (Instr. 4)	(Instr. 3)	action	Execution	action C	Code	(Instr. 3, 4 & 5)			Securities	ship Form:	Beneficial Ownership	
Code   V   Amount   (A)   Price   Owned Following Reported Transactions(s)   (Instr. 4)		Date	Date,	(Instr. 8)	)				Beneficially	Direct (D)	(Instr. 4)	
Year   (Month/Day/ Year)		(Month/ Day/	if any		_	Amount	(A)	Price	Owned Follow-	or Indirect (I)	ľ.	
Common Stock   02/28/03   A   S06(1)   A   S39.46   D   Common Stock   02/28/03   A   759(2)   A     D		Year)	(Month/Day/				` ′		ing Reported Transactions(s)	(Instr. 4)		
Common Stock         02/28/03         A         506(1)         A         \$39.46         D           Common Stock         02/28/03         A         759(2)         A          D			Year)		Ш					ĺ		
	Common Stock	02/28/03		Α	П	506 <sup>(1)</sup>	Α	\$39.46		D		
Common Stock 03/03/03 S 1 971 D \$40.08 5.470 D	Common Stock	02/28/03		A	П	759 <sup>(2)</sup>	A			D		
Common Stock 03/03/03 S 1 971 D \$40.09 5 470 D												
Common Stock   05/05/05     5   1,071   D   5,479   D	Common Stock	03/03/03		S		1,871	D	\$40.08	5,479	D		

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 3A. 5. Number of Derivative 6. Date 7. Title and Amount 8. Price of 9. Number of 10. 11. Nature 2. Conver-Trans-Deemed Transof Underlying Derivative of Indirect Derivative sion or Securities Acquired (A) or Exercisable Derivative Owneraction Execution action Disposed of (D) and Expiration Beneficial Security Exercise Securities Security Securities ship Price of Date Date, Code Date (Instr. 3 & 4) (Instr. 5) Beneficially Form Ownership (Instr. 3) Derivative lif anv (Instr. 3, 4 & 5) (Month/Day Owned (Instr. 4) of Year) (Month/ (Month Following Security (Instr. Deriv-Day/ Day/ Reported ative

#### Year) Year) Transaction(s) Security: (Instr. 4) Direct D) Expira-Title Amount or (D) Date Code (A) Exertion Number of Indirect cisable Date Shares (I) (Instr. 4) NONE

Explanation of Responses:

FORM 4 (continued)

(1) These shares were acquired by the reporting person under the Issuer's 2002 Stock Incentive Plan.

(2) Pursuant to the Issuer's 2002 Stock Incentive Plan, the reporting person is awarded one and one-half (1 1/2) shares of restricted Common Stock for each share of Common Stock acquired by the reporting person under the Plan.

(3) 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

March 3, 2003 Date

Dan D. Stilwell, Attorney-in-fact (3)

\*\*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).

If space is insufficient, See Instruction 6 for procedure.

Note: File three copies of this Form, one of which must be manually signed.

<sup>\*</sup> If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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