Employee Stock Options (Right to Buy)

\$43.7

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHA	ANGES IN BENEF	ICIAL OWNER	SHIP

OMB APPROVAL OMB Number: 3235-0287

Estimated average burden 0.5 hours per response:

	Check this box if no longer subject to	STATEMEN
\Box	Section 16. Form 4 or Form 5	
\cup	obligations may continue. See	
	Instruction 1(b).	Filed

	ction 1(b).	nue. See		F	iled pu	rsuant	to Se	ection 16(a) of the	Secu	rities Exchar	nge Act of	1934			nours	per res	sponse:	0.5
1	nd Address of	Reporting Person*		or Section 30(h) of the Investment Company Act of 1940 2. Issuer Name and Ticker or Trading Symbol MGIC INVESTMENT CORP [MTG]								Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner							
(Last) MGIC P 250 EAS	LAZA	irst) JRN AVENUE	(Middle)			Date 0 0/16/2		liest Tran	saction (Month	n/Day/Year)			X	Officer (below)	(give title Chairmai	n and	Other (below)	specify
(Street) MILWA1 (City)		/I	53202 (Zip)		4. If Amendment, Date of Original Filed (Month/Day/Year)									Individual or Joint/Group Filing (Check Applical Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person					
(=:5)		•		on-Der	ivativ	re Se	curi	ties Ac	rauire	d Di	sposed o	of or Re	nefici	ally	Owned				
1. Title of	Security (Ins		<u> </u>	2. Transa Date (Month/D	action	2A Ex r) if a	. Deer ecution		3. Transa Code (ction	4. Securitie Disposed C	s Acquired of (D) (Instr.	(A) or		5. Amoun Securities Beneficia Owned Fo Reported	s lly ollowing	Form (D) o	vnership i: Direct r Indirect istr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
							Code	v	Amount	(A) or (D)	Price		Transaction (Instr. 3 a	on(s) nd 4)					
Common	Stock			10/16	5/2006	006		M		64,709	A	\$33.8	125	326,255		55 D			
Common		10/16	6/2006				F		36,296	D	\$60.	.28	289,	,959		D			
Common Stock				10/16				F		12,275	D	\$60.	.28	277,684			D		
Common	Stock														12,473.031(1)		.031 ⁽¹⁾ I		By Issuer's Profit Sharing and Savings Plan
			Table II								posed of				wned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deem Execution if any (Month/D	ned n Date,	4. Transa Code (8)	ction	5. N of Deri Sec Acq (A) o Disp of (I	umber vative urities uired		Exerci on Da		7. Title an of Securit Underlyin Derivative (Instr. 3 ar	d Amour ies g Security	nt 8	3. Price of Derivative Security Instr. 5)	9. Numbe derivative Securities Beneficia Owned Following Reported Transacti (Instr. 4)	e s ully g	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4	Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exercisa	able	Expiration Date	Title	Amoun or Numbe of Shar	r					
Employee Stock Options (Right to Buy)	\$33.8125	10/16/2006			M			64,709	(2)		01/22/2007	Common Stock	64,70)9	\$0	0		D	
Employee Stock Options (Right to Buy)	\$46.0625								(2)		05/05/2009	Common Stock	75,00	00		75,00	00	D	
Employee Stock Options (Right to Buy)	\$45.375								(3)		01/26/2010	Common Stock	150,0	00		150,00	00	D	
Employee Stock Options (Right to Buy)	\$57.88								(4)		01/24/2011	Common Stock	75,00	00		75,00	00	D	
Employee Stock Options (Right to	\$63.8								(5)		01/23/2012	Common Stock	120,0	00		120,00	00	D	

01/22/2013 Common

Stock

80,000

80,000

D

(6)

	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)														
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		of Deri Sec Acq (A) o Disp of (E	umber vative urities uired or oosed o) (Instr. and 5)	6. Date Exerc Expiration Da (Month/Day/Y	ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	vative derivative urity Securities	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				
Employee Stock Options (Right to Buy)	\$68.2							(7)	01/28/2014	Common Stock	80,000		80,000	D	

Explanation of Responses:

- 1. Balance as of December 31, 2005.
- 2. All of these options are vested and exercisable in full.
- 3. Partial vesting of these options occurred on January 26 of each of the five years beginning in 2001, based on certain performance standards. Any portion of the option which did not vest at January 26, 2005 will become vested on January 26, 2009 based on the reporting person's continued service to the Issuer.
- 4. One-fifth of these options vest on January 24 of each of the five years beginning in 2002.
- 5. One-fifth of these options vest on January 23 of each of the five years beginning in 2003.
- 6. One-fifth of these options vest on January 22 of each of the five years beginning in 2004.
- 7. One-fifth of these options vest on January 28 of each of the five years beginning in 2005.

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-infact 10/16/2006

** 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.