## SEC Form 4

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# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

	ROVAL							
OMB Number:	3235-0287							
Estimated average burden								
hours per response:	0.5							

	ss of Reporting Persor	1*	2. Issuer Name and Ticker or Trading Symbol MGIC INVESTMENT CORP [ MTG ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
<u>CULVER CURT S</u>				X	Director	10% Owner			
(Last) (First) (Middle) MGIC PLAZA		(Middle)	3. Date of Earliest Transaction (Month/Dav/Year)	X	Officer (give title below)	Other (specify below)			
		<b>、</b>	01/25/2006	Chairman and CEO					
250 EAST KILBOURN AVENUE									
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	idual or Joint/Group Filing (	Check Applicable			
MILWAUKEE	WI	53202		X	Form filed by One Report	ting Person			
					Form filed by More than ( Person	One Reporting			
(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)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code ( 8)		4. Securities / Disposed Of (	Acquired D) (Instr.	(A) or 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)
Common Stock	01/25/2006		A		32,000 <sup>(1)</sup>	A	(2)	202,742	D	
Common Stock	01/25/2006		A		24 <b>,</b> 000 <sup>(3)</sup>	A	(2)	226,742	D	
Common Stock	01/25/2006		A		<b>9,846</b> <sup>(4)</sup>	A	(2)	236,588	D	
Common Stock	01/25/2006		Α		14 <b>,</b> 769 <sup>(5)</sup>	A	(2)	251,357	D	
Common Stock	01/26/2006		F		2,524	D	\$64.68	248,833	D	
Common Stock	01/26/2006		F		2,904	D	\$64.68	245,929	D	
Common Stock								12,473.031 <sup>(6)</sup>	I	By Issuer's Profit Sharing and Savings Plan

	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 (I 8)		of Deriv Secur Acqu (A) or Dispo of (D)	vative urities uired or oosed O) tr. 3, 4	Expiration Date (Month/Day/Year)		Expiration Date of (Month/Day/Year) Ur De		te of Securitie (ear) Underlying Derivative		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)			9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	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)	\$36.4375							(7)	01/22/2007	Common Stock	125,000		125,000	D					
Employee Stock Options (Right to Buy)	\$33.8125							(7)	01/22/2007	Common Stock	64,709		64,709	D					
Employee Stock Options (Right to Buy)	\$46.0625							(7)	05/05/2009	Common Stock	75,000		75,000	D					
Employee Stock Options (Right to Buy)	\$45.375							(8)	01/26/2010	Common Stock	150,000		150,000	D					

	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 Expiration Date Derivative (Month/Day/Year) Securities			of Securities Deriva Underlying Securi		of Securities Underlying Derivative Security (Instr. 3 and 4) Derivative Security (Instr. 5) Derivative Securities (Instr. 5) Beneficially Owned Following Reported		Securities Beneficially Owned Following Reported Transaction(s)	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)	\$57.88							(9)	01/24/2011	Common Stock	75,000		75,000	D	
Employee Stock Options (Right to Buy)	\$63.8							(10)	01/23/2012	Common Stock	120,000		120,000	D	
Employee Stock Options (Right to Buy)	\$43.7							(11)	01/22/2013	Common Stock	80,000		80,000	D	
Employee Stock Options (Right to Buy)	\$68.2							(12)	01/28/2014	Common Stock	80,000		80,000	D	

#### Explanation of Responses:

1. These shares were awarded to the reporting person pursuant to the Issuer's 2002 Stock Incentive Plan, are subject to certain restrictions, and vest when such restrictions lapse. The restrictions on these shares lapse on January 25 of each of the five years beginning in 2007 at rates based on certain performance standards.

2. These securities were awarded to the reporting person pursuant to the Issuer's 2002 Stock Incentive Plan and no price was paid by the reporting person for the securities.

3. These shares were awarded to the reporting person pursuant to the Issuer's 2002 Stock Incentive Plan, are subject to certain restrictions, and vest when such restrictions lapse. The restrictions on one-fifth of these shares lapse on January 25 of each of the five years beginning in 2007 if a certain performance standard is satisfied.

4. These securities were awarded to the reporting person pursuant to the Issuer's 2002 Stock Incentive Plan, are subject to certain restrictions, and vest on January 25, 2007.

5. These securities were awarded to the reporting person pursuant to the Issuer's 2002 Stock Incentive Plan, are subject to certain restrictions, and vest on January 25, 2009.

6. Balance as of December 31, 2005.

7. All of these options are vested and exercisable in full.

8. 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.

9. One-fifth of these options vest on January 24 of each of the five years beginning in 2002.

10. One-fifth of these options vest on January 23 of each of the five years beginning in 2003.

11. One-fifth of these options vest on January 22 of each of the five years beginning in 2004.

12. 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-in-

fact

01/27/2006

\*\* 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.