# FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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

OMB APPROVAL										
OMB Number:	3235-0287									
Estimated average burden										
hours nor resnance.	0.5									

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

1. Name and Address of Reporting Person*  Mattke Timothy J.						2. Issuer Name and Ticker or Trading Symbol  MGIC INVESTMENT CORP [ MTG ]											l applica	able)	g Pers	10% Ov	vner	
	IC INVEST	rst) TMENT CORPO TRN AVENUE	(Middle) RATION			3. Date of Earliest Transaction (Month/Day/Year) 01/27/2020  X Officer (give to below) Chief E												ief Exec	utive	Other (s below) Officer	:pеспу	
(Street)  MILWAUKEE WI 53202  (City) (State) (Zip)						4. If Amendment, Date of Original Filed (Month/Day/Year)										Individual or Joint/Group Filing (Check Applicable ine)  X Form filed by One Reporting Person Form filed by More than One Reporting Person						
		Tab	le I - Nor	n-Deriv	vativ	e Se	curiti	es A	cqı	uired, [	Disp	osed	of, or I	3en	eficiall	ly Οι	wned					
1. Title of Security (Instr. 3)  2. Transa Date (Month/D					Execution Da			Code (Instr.							Si Bi		s illy ollowing	Form (D) o	n: Direct r Indirect istr. 4)	7. Nature of Indirect Beneficial Ownership		
										Code	v	Amount	t (A) or (D)		Price	Reporter Transact (Instr. 3		tion(s)			(Instr. 4)	
Common Stock 01/27/						2020				A		315,000 <sup>(1)</sup> A		A	(2)	992		92,553		D		
		٦	Γable II -	Deriva (e.g., p	ative puts,	Sec call	uritie s, wa	s Ac	qui ts, c	red, Di options	spo s, c	sed o	f, or Be	enet cur	ficially ities)	Owi	ned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deeme Execution I if any (Month/Day	Date,	Code (Ins					Date Exerc piration D pnth/Day/\(^	ate	of Securities		curity	8. Price of Derivative Security (Instr. 5)		9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	e S Illy	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
					Code	v	(A)	(D)	Dat Exe	te ercisable		piration	Title	or No	mount umber Shares							
Common Stock	(3)									(4)		(5)	Common Stock	1 8	72.912			956.626	<sub>5</sub> (6)	I	By Issuer's Profits Sharing & Savings	

#### **Explanation of Responses:**

- 1. These represent restricted stock units ("RSUs") that will vest on February 28, 2023 to the extent, if any, the performance goal to which they are subject is met. If it is not possible to determine whether the performance goal has been met on such vesting date, the vesting date generally shall be extended until such determination can be made. Any of these RSUs that have not vested on April 15, 2023 shall be forfeited.
- 2. These RSUs were awarded to the reporting person pursuant to the Issuer's 2015 Omnibus Incentive Plan and no price was paid by the reporting person for them.
- 3. These derivative securities do not have a specified dollar-denominated exercise or conversion price. (Their value is based on the price of the Issuer's common stock on the New York Stock Exchange.)
- 4. These derivative securities may be exercised at any time.
- 5. These derivative securities do not have any expiration date.
- 6. As of December 31, 2019.

## Remarks:

This Form 4 is being signed by the reporting person's attorney-in-fact pursuant to a previously filed power of attorney.

Martha F. Tsuschihashi, 01/29/2020 Attorney-in-Fact

\*\* Signature of Reporting Person

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.