FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFIC	IAL OWNERSHIP

OMB APF	PROVAL
OMB Number:	3235-028

Estimated average burden hours per response: 0.5

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

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

LAUER JON MICHAEL							<u> INV</u>					<u>PRP</u> [M	ITG]			neck all appli Directo	cable)	y rei	10% O Other (:	wner		
	AUER JON MICHAEL ast) (First) (Middle) GIC PLAZA 60 EAST KILBOURN AVENUE reet) ILWAUKEE WI 53202 ity) (State) (Zip) Table I - Non-E Citle of Security (Instr. 3) 2. Da (M						of Earlie	st Tra	nsacti	ion (Mo	onth/	Day/Year)				helow)		VP 8	below)	-,		
(Street)			53202		4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)											Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting					
(City)	(S	tate)	(Zip)													Perso		e triai	п опе керс	rung		
		Tab	le I - No	n-Deriv	ative	Se	curiti	es A	cqui	ired,	Dis	posed o	of, or	Ben	eficia	ly Owne	t					
1. Title of S	Security (Ins	tr. 3)		2. Transa Date (Month/I		r) E	2A. Deen Executio f any Month/D	n Date	c	3. Fransac Code (Ir 3)		4. Securi Disposed 5)				Benefici	es ally Following	Forn (D) o	n: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
LAUER JON MIC (Last) (First MGIC PLAZA 250 EAST KILBOUR (Street) MILWAUKEE WI (City) (Stat 1. Title of Security (Instr. Common Stock Security Security Employee Stock Option (Right to Buy) Employee Stock Option (Right to Buy)								c	Code	v	Amount	_	(A) or (D)	Price	Transac (Instr. 3	tion(s)			(111511.4)			
Common	Stock			01/29	/2009	\perp			_	A		48,600)(2)	A	\$0 ⁽³	370	370,407		D			
Common	Stock			01/29	/2009					A		36,450)(1)	A	\$0 ⁽³	406	5,857		D			
Common	Stock																2.271 ⁽⁴⁾		I	By Issuer's Profit Sharing and Savings Plan		
		T										osed of onverti				Owned						
Derivative Conversion Security (Instr. 3) Price of Derivative Execution (Month/Day/Year) (Month/Day/Year)		3A. Deem	ed Date,	4. Transaction Code (Instr. 8)		on of E		6. Date Exercisal Expiration Date (Month/Day/Year			of Securities		Amount	8. Price of Derivative Security (Instr. 5)	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 Exe	e rcisable		xpiration ate	Title	0	lumber							
(Right to	\$46.025									(5)	0:	5/05/2009	Comi		25,000		25,000)	D			
Option (Right to	\$45.375									(5)	0	1/26/2010	Com: Sto		60,000		50,000)	D			
Stock Option (Right to	\$57.88									(5)	0	1/24/2011	Comi Sto		25,000		25,000)	D			
Stock Option (Right to	\$63.8									(5)	0:	1/23/2012	Comi		10,000		40,000)	D			
Stock Option	\$43.7									(5)	0:	1/22/2013	Comi		27,000		27,000		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 Deriv Secu Acqu (A) o Dispo	r osed) r. 3, 4	6. Date Exerc Expiration Da (Month/Day/\	ate	7. Title an of Securit Underlyin Derivative (Instr. 3 ar	ies g Security	8. Price of Derivative Security (Instr. 5)	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			Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$68.2							(5)	01/28/2014	Common Stock	27,000		27,000	D	

Explanation of Responses:

- 1. These shares are subject to certain restrictions, and vest when such restrictions lapse. Partial vesting of these shares occurs on February 10 of each of the three years beginning in 2009, based on certain performance standards. If it is not possible to determine whether the performance standards have been met on any particular vesting date, the vesting date will be extended until such determination can be made. Any of these shares not vested as of February 10, 2012 will be forfeited.
- 2. These shares are subject to certain restrictions, and vest when such restrictions lapse. One-third of these shares vest on February 10 of each of the three years beginning in 2010, subject to certain performance standards. If it is not possible to determine whether the performance standards have been meton any particular vesting date, the vesting date will be extended until such determination can be made. Any of these shares not vested as of February 10, 2012, may vest over the next two yerars if the performance standards are then satisfied. Any of these shares not vested as of February 10, 2014, will be forfeited.
- 3. These shares 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 shares.
- 4. Balance as of December 31, 2008.
- 5. All of these options are vested and exercisable in full.

Remarks:

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

Dan D. Stilwell, Attorney-in-01/29/2009 **fact**

** 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.