SEC Form 4

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OMB APPROVAL

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	OMB Number:	3235-0287									
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

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1. Name and Address of Reporting Person [*] Hartzell Jay C.					er Name and Ticker <u>C INVESTM</u>					5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner					
(Last) (First) (Middle)					of Earliest Transac 2020	tion (M	onth/C	ay/Year)		Officer (give title below)	below	(specify)			
250 EAST KILE	BOURN AVENU	E													
					4. If Amendment, Date of Original Filed (Month/Day/Year)						6. Individual or Joint/Group Filing (Check Applicable Line)				
(Street) MILWAUKEE	WI	53202									X Form filed by One Reporting Person				
											Form filed by More than One Reporting Person				
(City)	(State)	(Zip)													
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned															
1. Title of Security (Instr. 3) Date (Month/D			Execution Date, ay/Year) if any		3. Transaction Code (Instr. 8)		4. Securities Disposed Of			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) Pr		Price	Transaction(s) (Instr. 3 and 4)					
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)															
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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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	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		Transaction(s) (Instr. 4)		
Share Units ⁽¹⁾	(2)	05/29/2020		A		65.1492		(4)	(5)	Common Stock	65.1492	(3)	9,305.4167	D	

Explanation of Responses:

1. The reporting person participates in the MGIC Investment Corporation Deferred Compensation Plan for Non-Employee Directors under which units corresponding to shares of Common Stock of the Issuer

("Share Units") are awarded to the reporting person and/or acquired through compensation deferral.

2. These Share Units do not have a specified dollar-denominated exercise or conversion price. Their value is based, on a one-for-one basis, on the price of the Issuer's common stock on the New York Stock Exchange.

3. These Share Units were acquired through phantom dividend reinvestment and no price was paid by the reporting person for the Share Units.

4. These Share Units are settled in cash, on a specified date, unless a qualified election for later distribution is made by the reporting person.

5. These Share Units do not expire on a fixed date. They will be settled in cash at the time the underlying units are settled.

Remarks:

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

<u>Martha F. Tsuchihashi,</u> <u>Attorney-in-Fact</u>

<u>06/02/2020</u>

** 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.

KNOW ALL BY THESE PRESENTS, that the undersigned is required, or may be required in the future, to file reports of changes in beneficial ownership of equity securities of MGIC Investment Corporation (the "Company").

To facilitate the filing of these reports, the undersigned hereby appoints each person who is the Chief Financial Officer, the General Counsel, the Associate General Counsel, any Assistant General Counsel, the Secretary, or any Assistant Secretary of the Company as the undersigned's attorney-in-fact and agent to: (i)apply on behalf of the undersigned (if necessary) for access to the EDGAR System maintained by the U.S. Securities and Exchange Commission (the "SEC"), (ii) apply on behalf of the undersigned for access codes (if necessary) for the EDGAR System, and (iii) sign and file on behalf of the undersigned any Form 3, Form 4, or Form 5 to be filed by the undersigned with the SEC or any securities exchange.

Each of the persons authorized to act as such attorney-in-fact and agent above may do so separately without the concurrence of the other persons. The authority granted hereunder is granted to the person occupying the position specified at the time such authority is exercised.

Dated: September 20, 2019

Signature: (s) Jay C. Hartzell

Please print name: Jay C. Hartzell