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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

				2. Issuer Name and Ticker or Trading Symbol								5. Relationship of Reporting Person(s) to Issuer					
				MGIC INVESTMENT CORP [ MTG ]								k all applicat Director	ne)		10% Ov	ner	
(Last) 250 EAS	ast) (First) (Middle) 50 EAST KILBOURN AVENUE				3. Date of Earliest Transaction (Month/Day/Year) 11/25/2020								Officer (g below)	ive title		Other (s below)	pecify
(Street) MILWAUKEE WI 53202				4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Indi Line) X	,					
(City)	(	(State)	(Zip)	-Deriv	ative S	ecurities Ac	nuired	Disr	nosed o	f or Be	nefi	icially	Owned				
							· ·	Pist									
1. Title of Security (Instr. 3) Date (Month/D					2A. Deemed Execution Date, if any (Month/Day/Year	Code	Transaction Code (Instr.					5. Amount of Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	irect direct 4)	7. Nature of Indirect Beneficial Ownership	
					Code	Code V Amount (A) or (D) F		Price	e Reported Transaction(s) (Instr. 3 and 4)				(Instr. 4)				
						curities Acqu ls, warrants	,		,			-	wned				
1. Title of Derivative	2. Conversior	3. Transaction Date	3A. Deemed Execution D	4. ate, Tra	ansaction	5. Number of Context Derivative Expiration Date			7. Title an of Securit			unt 8. Price of 9. Numbe Derivative derivative			). wnership	11. Nature of Indirect	

Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8) Acquired (A or Dispose of (D) (Instr. 3, 4 and 5)		re s I (A) sed str.	Expiration Da (Month/Day/Y	of Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	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 <sup>(1)</sup>	(2)	11/25/2020		A		45.7655		(4)	(5)	Common Stock	45.7655	(3)	9,412.4698	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>11/30/2020</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.