FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549
J ,

STATEMENT	OF CHANGES	IN BENEFICIAL	OWNERSHIP

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

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

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

	nd Address o	f Reporting Person*				r Name <b>an</b> C INVE					rg]			ationship of k all applica Director		) Perso	n(s) to Issu 10% Ov	
(Last) 106 CEN	(F	First)	(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 12/31/2005								Officer (g below)	give title		Other (s below)	specify	
(Street) WELLE		//A State)	02481 (Zip)		4. If Amendment, Date of Original Filed (Month/Day/Year)				6. Indi Line) X	ividual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person								
		T	able I - Non-	-Derivat	tive S	ecuritie	s Ac	quired,	Dis	posed o	of, or B	enef	icially	Owned				
Da		2. Transact Date (Month/Day	Execution Date,		Code (Instr.				nd 5) Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)					
					Code	v	Amount	Amount (A) or (D)		Price	Reported Transaction(s) (Instr. 3 and 4)				(1115tr. 4)			
Common Stock										7,4	7,448		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/Ye					ransaction ode (Instr. Securit Acquire or Disp		urities (Month/Day, uired (A) isposed i) (Instr. 3,		n Date	Securities Unde		erlying	8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficial Owned Followin Reported	e es ally g	Ownershi Form: Direct (D) or Indirec (I) (Instr. 4	Beneficial Ownership t (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisat		xpiration ate	Title		ount or nber of ares		Transact (Instr. 4)			
Share Units <sup>(1)</sup>	(2)	12/31/2005		A		216.4995		(3)		(3)	Common	210	6.4995	\$65.82 <sup>(4)</sup>	5,402.82	271 <sup>(5)</sup>	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 acquired through compensation deferral. Dividends which would have been received on shares represented by Share Units are also invested in Share Units. The Share Units are settled in cash, generally at the time the reporting person ceases to be a Director of the Issuer.
- 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 do not become exercisable or expire on a fixed date. (Generally, the Share Units become payable at the time the reporting person ceases to be a Director of the Issuer.)
- 4. These Share Units were acquired through compensation deferral.
- 5. The number of Share Units beneficially owned by the reporting person includes Share Units owned prior to August 15, 1996, which were and continue to be exempt from Section 16 of the Securities and Exchange Act of 1934. The reporting person disclaims any waiver of such exemption.

## 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-01/03/2006 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.