FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL									
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## 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

manuc	don 1(b).	or	Section	on 30(	h) of the	Ínvestme	nt Co	mpany Act				esponse:		0.5				
1. Name and Address of Reporting Person* <u>LANE JEFFREY H</u>						2. Issuer Name <b>and</b> Ticker or Trading Symbol MGIC INVESTMENT CORP [ MTG ]								neck all ap		orting Per	son(s) to Issu	
(Last)	(Fi	rst)	(Middle)			3. Date of Earliest Transaction (Month/Day/Year) 07/17/2003								X Office below	,	ve title Other (s below) vior Vice President		pecify
(Street)	4. 1	4. If Amendment, Date of Original Filed (Month/Day/Year)								Individual or Joint/Group Filing (Check Applicable)  X Form filed by One Reporting Person								
(City)	(St	ate)	(Zip)											Form filed by More than One Reporting Person				
		Tab	le I - No	n-Deri	vativ	e Se	curit	ies Ac	quired,	Dis	posed o	f, or Bei	neficia	lly Own	ed			
1. Title of Security (Instr. 3)  2. Transa Date (Month/D					ar)   E	2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4			4 and 5) Securitie Benefici Owned F		Forr (D) (	n: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership	
									Code	v	Amount	(A) or (D)	Price		rted action(s) . 3 and 4)			(Instr. 4)
Common Stock 07/1						3			М		7,220	A	32.18	75	29,381		D	
Common Stock 07/17/						2003					1,007	D	55.	5	28,374		D	
Common Stock 07/17/					7/2003	2003			D		4,187	D	55.	5	24,187		D	
		7	Гable II -								osed of, convertil			y Owne	d			
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	ise (Month/Day/Year) /e	3A. Deeme Execution if any (Month/Da	Date,		ransaction Code (Instr.		n of E		s. Date Exercisable and Expiration Date Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Secu (Instr. 3 and 4)		8. Price Derivati Security (Instr. 5)	deriv Secu Bene Own Follo Repo	rities eficially ed wing orted saction(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	v	(A)		Date Exercisab		Expiration Date	Title	Amount or Number of Shares	1				
Employee Stock Option (Right to	32.1875	07/17/2003			M			7,220	08/08/1988	B <sup>(1)</sup>	08/27/2006	Common Stock	9,011	\$0(2)	9,01	11 <sup>(3)(4)(5)</sup>	D	

## **Explanation of Responses:**

- 1. One-fifth of these employee stock options became exercisable on August 27 of each of the five years beginning in 1997, and all of these stock options are now fully vested and exercisable in full. Because these stock options did not vest on a fixed date, a dummy date of 08/08/1988 has been inserted in the "date exercisable" box in Column 6 of Table II of this Form 4, in accordance with the guidance provided by
- 2. This transaction involved the exercise of an employee stock option. The exercise price for the underlying shares of the Issuer's common stock acquired by the reporting person through this exercise is reported in Column 2 of Table II of this Form 4. Since there was no sale or purchase of the derivative securities themselves, a dummy price of \$0 has been inserted in the "Price of Derivative Security" box in Column 8
- 3. The reporting person also directly holds the following derivative securities of the Issuer in the form of employee stock options (right to buy): (i) options for 60,000 shares of common stock of the Issuer having an exercise price of \$36.4375 and an expiration date of 01/22/2007, all of which options are vested and exercisable in full; and (ii) options for 20,000 shares of common stock of the Issuer having an exercise price of \$46.0625 and an expiration date of 05/05/2009, with one-fifth of such options vesting on May 5 of each of the five years beginning in 2000.
- 4. The reporting person also directly holds the following derivative securities of the Issuer in the form of employee stock options (right to buy): (iii) options for 37,500 shares of common stock of the Issuer having an exercise price of \$45.375 and an expiration date of 01/26/2010, and with vesting of such options occurring on January 26 of each of the five years beginning in 2001, at a rate equal to the percent which the Issuer's earnings per share for the prior fiscal year was of \$31.21, subject to at least a 10% increase in the Issuer's earnings per share from the prior fiscal year, and with any portion of the option which has not been vested at January 26, 2005 becoming vested on January 26, 2009
- 5. The reporting person also directly holds the following derivative securities of the Issuer in the form of employee stock options (right to buy): (iv) options for 25,000 shares of common stock of the Issuer having an exercise price of \$57.88 and an expiration date of 01/24/2011, with one-fifth of such options vesting on January 24 of each of the five years beginning in 2002; and (v) options for 40,000 shares of common stock of the Issuer having an exercise price of \$63.80 and an expiration date of 01/23/2012, with one-fifth of such options vesting on January 23 of each of the five years beginning in 2003; and (vi) options for 27,000 shares of common stock of the Issuer having an exercise price of \$43.70 and an expiration date of 01/22/2013, with one-fifth of such options vesting on January 22 of each of the five years beginning in 2004.

Dan D. Stilwell, Attorney-infact

07/17/2003

\*\* 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.

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