FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | | | | | | | | | |
|---------------------|-----------|--|--|--|--|--|--|--|--|
| OMB Number: | 3235-0287 | | | | | | | | |
| Estimated average h | nurden | | | | | | | | |

0.5

hours per response:

| | Check this box if no longer subject to |
|---|--|
| ١ | 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

| 1. Name and Address of Reporting Person* SINKS PATRICK | | | | | | 2. Issuer Name and Ticker or Trading Symbol MGIC INVESTMENT CORP [MTG] | | | | | | | | | | | all app | onship of Reportin all applicable) Director | | 10% C | Owner | |
|--|---|--|--|--------------------------|-------------------------------|---|--------------------------------|---|-------------|--------|--|---------------------|--|---------------|--------------|---|--|---|---|---|---------------------------------------|--|
| (Last) (First) (Middle) MGIC PLAZA | | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 01/26/2005 | | | | | | | | | | | belov | Officer (give title below) Executive Vice | | below) | (specify | |
| 250 EAST KILBOURN AVENUE (Street) MILWAUKEE WI 53202 (City) (State) (Zip) | | | | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) 01/28/2005 | | | | | | | | | | Indiv ne) X | , | | | | | |
| | | Tabl | e I - No | n-Deriv | ative | Se | curiti | es Ac | qu | uired, | Dis | posed o | f, oı | Ben | eficia | ally | Owne | ed | | | | |
| 1. Title of Security (Instr. 3) 2. Transac Date (Month/Da | | | | | Execution | | | ´ | Transaction | | 4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 5) | | | | | 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) | Price | | Transaction(s) (Instr. 3 and 4) | | | | (msu. 4) | |
| Common Stock 01/28/3 | | | | | | 2005 | | | | F | | 365(1) | D \$ | | \$64 | 1.3 | 3 69,314 ⁽²⁾ | | | D | | |
| Common Stock 01/28/2 | | | | | | /2005 | | | | F | | 1,068 | 1) D \$6 | | \$64 | 1.3 | 68,246 ⁽²⁾ | | | D | | |
| | | Та | | | | | | | | | | sed of, onvertib | | | | y Ov | vned | | | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deem Execution if any (Month/Da | n Date, ay/Year) - | 4. Transa Code (I 8) | | of Der Sec Acc (A) Dis of (Ins | of Derivative Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | | 9 | 7. Title and Amount of Securities Underlying Derivative Security (Ins and 4) | | ount nber | Deriv Secu | Price of erivative ecurity 1str. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4) | Ownershi Form: Direct (D) or Indirect (I) (Instr. 4 | Ownership Form: | Beneficial Ownership (Instr. 4) | |

Explanation of Responses:

- 1. This amended Form 4 is being filed to correct the number of shares delivered or withheld for tax liability purposes incident to the reporting person's receipt, exercise or vesting of a security issued in accordance with Rule 16b-3. Pursuant to Instruction 9(b) to Form 4, only the lines of the original Form 4 requiring correction or amendment are being restated on this amended Form 4.
- 2. This amended Form 4 is also being filed to correct the number of shares beneficially owned by the reporting person following the transactions referenced herein.

Remarks:

The reporting person serves as Executive Vice President - Field Operations of the Issuer's principal operating subsidiary, Mortgage Guaranty Insurance Corporation. This form is signed by the reporting person's attorney-in-fact pursuant to a previously filed power of attorney.

<u>Dan D. Stilwell</u> <u>03/01/2005</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.