### FORM 4

to Section 16. Form 4 or Form 5

obligations may continue. See

Instruction 1(b).

Check this box if no longer subject

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**OMB APPROVAL** 

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

Filed By Romeo and Dye's Section 16 Filer www.section16.net

				_													
1. Name and Address of Reporting Person*					ssuer Name and	l Ti	cker or T	rading Symb	ool	6. Relationship of Reporting Person(s)							
					GIC Investment	t C	orporatio	on (MTG)		to Issuer (Check all applicable)							
Komanecki, Joseph J.							-			Director 10% Owner							
(Last)	3. I.R.S. Identification Number 4. Statement for							X Officer (give title below) Other (specify below)									
()		of	Reporting Person	n.		Month/Da	v/Year										
MGIC Plaza	City (State) (State) (Street)  GIC Plaza  OEast Kilbourn Avenue  (Street)  ilwaukee, WI 53202  (City) (State) (Zip)  Title of 2. Trans- curity action Deemed act (Month/ Day/ Year) (Month/Day/ Year) (Month/Day/ Year)  Ommon Stock 03/03/03			1 2						Senior Vice President, Controller and Chief Accounting Officer							
250East Kilbourn Avenue				an entity (voluntary)													
	(Street)	)						5. If Amer	ndment.	7. Individual or Joint/Group Filing (Check Applicable Line)							
	(~,	,						Date of O	,			One Reportin					
Milwaukee, WI 53202								(Month/D					ne Reporting Person				
,,								(	,	F							
(City) (State) (Zip)					Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
1. Title of	2. Trans-	2A.	3. Trans	s- 4. Securities Acquired (A) or Disposed 5. Amoun							unt of 6. Owner- 7. Nature of Indirect						
	1		action		of (D)	•	. ,	-	Securitie			ship Form:	Beneficial Ownership				
(Instr. 3)		(Instr. 3, 4 & 5)				Beneficia	ılly		Direct (D)	(Instr. 4)							
,	Day/	1 1	(Instr. 8		, ,				Owned F	-	ow-	or Indirect	,				
			Code	_	Amount	(A)	(A)	Price	ing Repo	orted		(I) (Instr. 4)					
	l'ear)	(Month/Day/		Ι΄.	7 Hillount		` ′	11100	Transacti								
		Year)					(D)		(Instr. 3 &			,					
Common Stock	03/01/03		F	Г	6	9	D	\$39.46				D					
Common Stock	03/03/03		F	Г	5	7	D	\$39.46			11,624	D					
Common Stock	N/A										0.4513(1)	I	By Issuer's Profit Sharing and Savings				
													Plan				

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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#### FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

			(c.g.	, puis	, can	15, Wall	ants, optioi	15, CUII	vei tibie	securit	103)				
1. Title of	2. Conver- 3.		3A.	4.		5. Number of Derivative			6. Date		7. Title and Amount		9. Number of	10.	11. Nature
Derivative	sion or	Trans-Deemed		Trans-	Secu	Securities Acquired (A) or			Exercisable		of Underlying			Owner-	of Indirect
Security	Exercise	action	Execution	action	Disp	posed of (I	D)	and Exp	oiration	Securities		Security	Securities	ship	Beneficial
			Date, Code					Date		(Instr. 3 & 4)		(Instr. 5)	Beneficially	Form	Ownership
(Instr. 3)	Derivative		if any		(Inst	tr. 3, 4 & 5	5)	(Month/D Year)	ay/				Owned	of	(Instr. 4)
	Security	urity (Month/ Day/		(Instr.					rear)				Following	Deriv-	
			Day/ Year)	8)									Reported	ative	
		^	<b> </b>	´									Transaction(s)	Security:	
				Code	7	(A)	(D)	Date	Expira-	Title	Amount	1	(Instr. 4)	Direct	
						( )			tion		or			(D)	
								cisable	Date		Number			or	
											of			Indirect	
											Shares			(I)	
														(Instr. 4)	
Employee Stock	\$36.4375	N/A						(2)	01/22/07	Common	6,000		6,000	D	
Option (Right to										Stock					
Buy)															
Employee Stock	\$46.0625	N/A						(3)	05/05/09	Common	7,500		7,500	D	
Option (Right to										Stock					
Buy)															
Employee Stock	\$45.375	N/A						<u>(4)</u>	01/26/10	Common	10,000		10,000	D	
Option (Right to										Stock					
Buy)															
Employee Stock	\$57.88	N/A						<u>(5)</u>	01/24/11	Common	5,000		5,000	D	
Option (Right to										Stock			ĺ		
Buy)															
Employee Stock	\$63.80	N/A						<u>(6)</u>	01/23/12	Common	8,000		8,000	D	
Option (Right to				1 1					1	Stock	ĺ ,		<b>1</b>		
Buy)															
Employee Stock	\$43.70	N/A						.(7).	01/22/13	Common	13,250		13,250	D	
Option (Right to								1	l	Stock	] ,,			-	

<sup>\*</sup> If the form is filed by more than one reporting person, see Instruction 4(b)(v).

#### Explanation of Responses:

- (1) Number of shares as of December 31, 2002.
- (2) This option was granted to the reporting person under the Issuer's 1991 Stock Incentive Plan and is vested and exercisable in full.
- (3) This option was granted to the reporting person under the Issuer's 1991 Stock Incentive Plan and one-fifth of the option vests on May 5 of each of the five years beginning in 2000.
- (4) This option was granted to the reporting person under the Issuer's 1991 Stock Incentive Plan. Vesting of the option may occur 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, and subject to at least a 10% increase in the Issuer's earnings per share from the prior fiscal year. Any portion of the option which has not been v ested at January 26, 2005 will become vested on January 26, 2009.
- (5) This option was granted to the reporting person under the Issuer's 1991 Stock Incentive Plan and one-fifth of the option vests on January 24 of each of the five years beginning in 2002.
- (6) This option was granted to the reporting person under the Issuer's 1991 Stock Incentive Plan and one-fifth of the option vests on January 23 of each of the five years beginning in 2003.
- (7) This option was granted to the reporting person under the Issuer's 2002 Stock Incentive Plan and one-fifth of the option vests on January 22 of each of the five years beginning in 2004.

By: /s/ <u>Joseph J. Komanecki</u> <u>Joseph J. Komanecki</u> \*\*Signature of Reporting Person March 3, 2003

Date

\*\*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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