FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

I OMB APPROVAL

hours per response

OMB Number: 3235-0287 Estimated average burden

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

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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*  Zandi Mark					2. Issuer Name and Ticker or Trading Symbol MGIC INVESTMENT CORP [ MTG ]								Relationship of Reporting Person(s) to Issuer (Check all applicable)					
<u>Zaliui Iviai K</u>													X Director			10% Ow	ner	
(Last) (First) (Middle)					3. Date of Earliest Transaction (Month/Day/Year) 11/25/2019								Officer ( below)	give title		Other (sp below)	pecify	
C/O MGIC INVESTMENT CORPORATION						11/23/2019												
250 EAST KILBOURN AVENUE																		
					4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street)													X Form filed by One Reporting Person					
MILWAUKEE WI 53202													Form file Person	Form filed by More than One Reporting Person			ng	
(City)	(5	State)	(Zip)															
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																		
Date				. Transacti ate Month/Day		2A. Deemed Execution Date, if any (Month/Day/Year		Transaction Dispose Code (Instr.			rities Acquired (A) or ed Of (D) (Instr. 3, 4 ar		Beneficial Owned Fo	ly	Form:	Direct I Indirect E tr. 4)	7. Nature of Indirect Beneficial Ownership	
							Code V	Amou	ınt	(A) or (D)		Transaction	Reported Transaction(s) (Instr. 3 and 4)			Instr. 4)		
	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		3A. Deemed Execution Date, if any (Month/Day/Year)	Code (Ins				6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date		itle	Amount or Number of Shares		Transaction(s) (Instr. 4)				
Share Units <sup>(1)</sup>	(2)	11/25/2019		A		214.6333		(4)	(5)		Common Stock	214.6333	(3)	50,546.	1621	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
- 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.

Martha F. Tsuchihashi, 11/25/2019 Attorney-in-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.