SEC Form 4	
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### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

# OMB APPROVAL

Estimated average burden	
hours per response:	0.5

			2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>MGIC INVESTMENT CORP</u> [ MTG ]	(Check	tionship of Reporting Per all applicable) Director Officer (give title	son(s) to Issuer 10% Owner Other (specify	
(Last) MGIC PLAZA 250 EAST KILE	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/10/2011	X	below) Senior Vice Pr	below)	
(Street) MILWAUKEE (City)	WI (State)	53202 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	,		

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)					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)		(1150.4)
Common Stock	06/10/2011		Р		100	A	\$5.8393	160,977	D	
Common Stock	06/10/2011		Р		200	A	\$5.849	161,177	D	
Common Stock	06/10/2011		Р		248	A	\$5.885	161,425	D	
Common Stock	06/10/2011		Р		3,001	A	\$5.84	164,426	D	
Common Stock	06/10/2011		Р		500	A	\$5.84	164,926	D	
Common Stock	06/10/2011		Р		100	A	\$5.8394	165,026	D	
Common Stock								837.729 <sup>(1)</sup>	I	By Issuer's Profit Sharing and Savings Plan

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/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code ( 8)		of Deriv Secu Acqu (A) o Disp of (D	r osed ) r. 3, 4	6. Date Exerci Expiration Dat (Month/Day/Ye	e of Securities		8. Price of Derivative Security (Instr. 5)		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	Title	Amount or Number of Shares				
Share Units <sup>(2)</sup>	(3)							02/10/2012 <sup>(4)</sup>	(4)	Common Stock	17,900		17,900	D	
Employee Stock Options (Right to Buy)	\$63.8							(5)	01/23/2012	Common Stock	10,000		10,000	D	
Employee Stock Options (Right to Buy)	\$43.7							(5)	01/22/2013	Common Stock	7,000		7,000	D	
Employee Stock Options (Right to Buy)	\$68.2							(5)	01/28/2014	Common Stock	7,000		7,000	D	

Explanation of Responses:

1. Balance as of December 31, 2010.

2. These Share Units correspond to shares of Common Stock of the Issuer. The Share Units are settled in cash if and when they vest.

3. 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 average price of the Issuer's common stock on the New York Stock Exchange over a defined period.)

4. One-third of these Share Units vest on February 10 of each of the three years beginning in 2012, subject to the reporting person's continued employment with the Issuer.

5. All of these options are vested and exercisable in full.

### **Remarks:**

This form is signed by the reporting person's attorney-in-fact pursuant to a previously filed power of attorney.

### Dan D. Stilwell, Attorney-in-Fact 06

06/10/2011

\*\* Signature of Reporting Person Date

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

 $^{\ast}$  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.