#### MGIC INVESTMENT CORP

Form 4

September 13, 2016

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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**OMB APPROVAL** 

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

2. Issuer Name and Ticker or Trading Symbol

(Month/Day/Year)

09/09/2016

5. Relationship of Reporting Person(s) to

Issuer

below)

**CULVER CURT S** 

MGIC INVESTMENT CORP

(Check all applicable)

[MTG]

(Last)

(City)

(First) (Middle)

(Zip)

3. Date of Earliest Transaction

X\_ Director Officer (give title

10% Owner Other (specify

MGIC PLAZA, 250 EAST KILBOURN AVENUE

> (Street) 4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting Person

MILWAUKEE, WI 53202

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

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

09/09/2016

(State)

3. Execution Date, if TransactionDisposed of (D) Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

4. Securities Acquired (A) or 5. Amount of 7. Nature Securities Ownership of Indirect Beneficially Owned Form: Beneficial Following Reported Ownership Direct (D) Transaction(s) or Indirect (Instr. 4)

D

(A) or

(Instr. 3 and 4) (I) (Instr. 4)

Code V (D) Price Amount

11,504.3259 1,586,231.3259 M A \$0 (1) (7)

Common Stock

Stock

Common

40,000

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

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SEC 1474 (9-02)

By

Family

Trust

1

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# 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. Transactio Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Share Units (2)	(3)					<u>(4)</u>	<u>(4)</u>	Common Stock	17,667
Share Units in Company Stock Fund	\$ 8.1	09/09/2016		W <u>(1)</u>	12,695.509	<u>(5)</u>	<u>(6)</u>	Common Stock	11,504

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
.r g	Director	10% Owner	Officer	Other		
CULVER CURT S						
MGIC PLAZA	X					
250 EAST KILBOURN AVENUE	Λ					
MILWAUKEE, WI 53202						

## **Signatures**

Dan D. Stilwell, Attorney-in-Fact

09/13/2016

\*\*Signature of Reporting Person

Date

## **Explanation of Responses:**

- \* 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).
- (1) The reporting person converted share units held by him in the Issuer's Profit Sharing and Savings Plan into shares of common stock of the Issuer and then transferred those shares of common stock into his individual retirement account through a rollover transaction.
- (2) 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.
- (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 price of the Issuer's common stock on the New York Stock Exchange.)
- (4) These Share Units do not expire on a fixed date, except that the Share Units are settled in cash ten business days after February 1st in the year after they were granted, unless a qualified election for later distribution is made by the reporting person.
- (5) These derivative securities were exercisable at any time.
- (6) These derivative securities did not have an expiration date.

Reporting Owners 2

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(7) This total includes 11,504.3259 shares of the Issuer's commion stock held by the reporting person in an individual retirement account.

#### **Remarks:**

This Form 4 is being signed by the reporting person's attorney-in-fact pursuant to a previously filed power of attorney. 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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