HALL J FRANKLIN Form 4 May 11, 2018

### FORM 4

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

OMB APPROVAL

Number: 3235-0287

Expires: January 31, 2005
Estimated average

burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 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 \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading HALL J FRANKLIN Issuer Symbol RADIAN GROUP INC [RDN] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X\_ Officer (give title \_ Other (specify C/O RADIAN GROUP INC., 1500 05/09/2018 below) **MARKET ST** Sr. EVP - CFO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

PHILADELPHIA, PA 19102

(State) (	(Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
2. Transaction Date	2A. Deemed	3.	4. Securi	ties A	cquired	5. Amount of	6. Ownership	7. Nature of
(Month/Day/Year)	Execution Date, if	Transactio	n(A) or D	ispose	d of (D)	Securities	Form: Direct	Indirect
	any	Code	(Instr. 3, 4 and 5)			Beneficially	(D) or	Beneficial
	(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)
				(4)		Reported		
				` ′		Transaction(s)		
		Code V	Amount		Price	(Instr. 3 and 4)		
05/10/2010		М	3,313		φ <b>Λ</b> (4)	10.700	Ъ	
05/10/2018		M	<u>(1)</u>	Α	20 <u>~</u>	18,780	D	
05/10/2018		F	1,026	D	\$ 15.88	17,754	D	
	2. Transaction Date (Month/Day/Year)  05/10/2018	2. Transaction Date (Month/Day/Year)  2. Transaction Date (An Deemed Execution Date, if any (Month/Day/Year)  05/10/2018	2. Transaction Date 2A. Deemed 3. Execution Date, if any Code (Month/Day/Year) (Month/Day/Year) (Instr. 8)  Code V  05/10/2018  M	2. Transaction Date 2A. Deemed 3. 4. Securi Transaction(A) or Date any Code (Instr. 3, (Month/Day/Year))  Code V Amount  M 3,313  (1)  1,026	2. Transaction Date (Month/Day/Year)    Execution Date, if any (Month/Day/Year)    (Month/Day/Year)    (Month/Day/Year)    Execution Date, if any (Month/Day/Year)    (Month/Day/Year)    (A) or Code V Amount (D)    (A) or Amount (D)    (A) Or Amount (D)    (B) Amount (D)    (Code V Amou	2. Transaction Date (Month/Day/Year)    (Month/Day/Year)    Execution Date, if any (Month/Day/Year)    (Month/Day/Year)    (Month/Day/Year)    (A) or (A) or Disposed of (D) (Instr. 3, 4 and 5)    (Instr. 8)    (A) or (A	2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 8) Code (Instr. 3, 4 and 5) Eneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)  Code V Amount (D) Price M 3,313 A \$ 0 (4) 18,780	2. Transaction Date   2A. Deemed   3.   4. Securities Acquired   5. Amount of   6. Ownership   Form: Direct   Form: Direct   Code   (Instr. 3, 4 and 5)   Beneficially   (D) or   Indirect (I)   Following   (Instr. 4)   Reported   Transaction(s)   (Instr. 4)   (Instr. 3 and 4)   (

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

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 control number.

SEC 1474

(9-02)

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

Person

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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)	Code	TransactionDerivative		(A) or of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and An Underlying Sec (Instr. 3 and 4)	
				Code V	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Restricted Stock Unit - Time Vested Award (3)	\$ 0 ( <u>3)</u>	05/09/2018		A		11,510 (4)		05/09/2019(4)	<u>(7)</u>	Common Stock	
Restricted Stock Units -Performance Award (5) (6)	\$ 0 (3)	05/09/2018		A	V	25,830 (5) (6)		05/09/2021 <u>(6)</u>	<u>(7)</u>	Common Stock	
Restricted Stock Unit - Time Vested Award	\$ 0 <u>(3)</u>	05/10/2018		M			3,313 (1)	05/10/2018(4)	<u>(7)</u>	Common Stock	

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HALL J FRANKLIN C/O RADIAN GROUP INC. 1500 MARKET ST PHILADELPHIA, PA 19102

Sr. EVP - CFO

#### **Signatures**

Edward J. Hoffman, /s/ Edward J. Hoffman (POA) Atty-in-fact

05/11/2018

\*\*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) Represents shares of common stock acquired upon the vesting of one-third of time-vested RSUs granted on May 10, 2017.
- (2) Pursuant to the terms of the Company's equity incentive plan, represents shares withheld by the Company to satisfy the tax liability incurred upon the vesting of one-third of the time-vested RSUs granted May 10, 2017.
- (3) Each RSU represents a contingent right to receive one share of common stock.

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- (4) Vesting of time-based RSUs occurs pro rata on each of the first, second and third anniversaries of the date of grant. The time-vested RSUs have no voting or dividend rights.
- Each performance-based RSU represents a contingent right to receive one share of common stock. The number of reported (5) performance-based RSUs represents the target award, with grantees having the potential to earn a number of shares up to 200% of the target award. The performance-based RSUs have no voting or dividend rights.
- Vesting of the performance-based RSUs occurs on the third anniversary of the grant date (between 0 and 51,660 shares), subject to the (6) Company's cumulative growth in "LTI Book Value" per share (as defined in the grant document). Payouts are generally subject to a one-year holding period after vesting.
- (7) Not Applicable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.