

RICHARDS ROBERT

Form 4/A

December 28, 2005

**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.  
*See* Instruction  
1(b).

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
RICHARDS ROBERT

(Last) (First) (Middle)

1601 MARKET STREET

(Street)

PHILADELPHIA, PA 19103

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
RADIAN GROUP INC [RDN]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/21/2005

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
12/23/2005

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**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)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock				(A) or (D)	8,300	D	

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  
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number.**

SEC 1474  
(9-02)

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

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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. Transaction Code (Instr. 8)	5. Number of Derivative 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 or Number of Shares
dividend equivalent rights <sup>(3)</sup>	\$ 0 <sup>(2)</sup>	12/21/2005		A		2.8409 <sup>(4)</sup>		02/08/2015 <sup>(3)</sup>	02/08/2015 <sup>(3)</sup>	common stock	2,840,900
phantom stock unit	\$ 0 <sup>(2)</sup>							02/08/2015	02/08/2015	common stock	2,840,900
phantom stock unit	\$ 0 <sup>(2)</sup>							02/10/2014	02/10/2014	common stock	2,840,900
stock option	\$ 20.3125							01/19/2001	01/19/2009	common stock	2,840,900
Phantom Stock Unit	\$ 0 <sup>(2)</sup>							04/13/2009	04/13/2009	common stock	840,900
Phantom Stock Unit	\$ 0 <sup>(2)</sup>							12/17/2009	12/17/2009	common stock	840,900
stock option	\$ 21.0313							01/18/2001	01/18/2010	common stock	2,840,900
Phantom Stock Unit	\$ 0 <sup>(2)</sup>							12/05/2010	12/05/2010	common stock	840,900
stock option	\$ 27.1875							01/22/2002	01/22/2011	common stock	2,840,900
stock option	\$ 35.81							11/06/2002	11/06/2011	common stock	2,840,900
Phantom Stock Unit	\$ 0 <sup>(2)</sup>							11/06/2011	11/06/2011	common stock	840,900
stock option	\$ 35.79							01/30/2004	01/30/2013	common stock	2,840,900
Phantom Stock Unit	\$ 0 <sup>(2)</sup>							01/30/2013	01/30/2013	common stock	840,900

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

RICHARDS ROBERT  
1601 MARKET STREET X  
PHILADELPHIA, PA 19103

## Signatures

Howard S. Yaruss Howard S. Yaruss (POA)  
Atty-in-fact

12/28/2005

\_\_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) n/a
- (2) 1-for-1
- (3) dividend equivalent rights accrued on phantom stock units and become exercisable proportionately with the options to which they relate.
- (4) dividend equivalent calculation amended (error = 0.3 of a share)

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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