

SCHWEIGER ANTHONY W
 Form 4
 December 24, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 SCHWEIGER ANTHONY W

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1601 MARKET STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/23/2009

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

PHILADELPHIA, PA 19103

(City) (State) (Zip)

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

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) Price | 9,800 | D | |

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

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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 Number Shares |
| restricted stock unit | <u>(4)</u> | | | | | | | <u>(5)</u> | <u>(5)</u> | common stock | 42,9 |
| Phantom Stock Unit | \$ 0 <u>(3)</u> | | | | | | | 08/07/2015 | 08/07/2015 | common stock | 46,3 |
| Phantom Stock Unit | \$ 0 <u>(3)</u> | | | | | | | 02/05/2017 | 02/05/2017 | common stock | 1,89 |
| phantom stock unit | \$ 0 <u>(1)</u> | | | | | | | 02/07/2016 | 02/07/2016 | common stock | 2,05 |
| phantom stock unit | \$ 0 <u>(1)</u> | | | | | | | 02/08/2015 | 02/08/2015 | common stock | 2,01 |
| dividend equivalent rights | \$ 0 <u>(2)</u> | 12/23/2009 | | A | | 20.7392 | | 12/23/2018 | 12/23/2018 | common stock | 20.73 <u>(2)</u> |
| phantom stock unit | \$ 0 <u>(1)</u> | | | | | | | 02/10/2014 | 02/10/2014 | common stock | 2,12 |
| Phantom Stock Unit | \$ 0 <u>(1)</u> | | | | | | | 04/13/2009 | 04/13/2009 | common stock | 800 |
| Phantom Stock Unit | \$ 0 <u>(1)</u> | | | | | | | 12/17/2009 | 12/17/2009 | Common stock | 800 |
| Phantom Stock Unit | \$ 0 <u>(1)</u> | | | | | | | 12/05/2011 | 12/05/2011 | Common Stock | 800 |
| Stock Option | \$ 35.81 | | | | | | | 11/02/2002 | 11/06/2011 | Common Stock | 2,40 |
| Phantom Stock Unit | \$ 0 <u>(1)</u> | | | | | | | 11/06/2011 | 11/06/2011 | Common Stock | 800 |
| Stock Option | \$ 35.79 | | | | | | | 01/30/2004 | 01/30/2013 | Common Stock | 2,40 |
| Phantom Stock Unit | \$ 0 <u>(1)</u> | | | | | | | 01/30/2013 | 01/30/2013 | Common Stock | 800 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SCHWEIGER ANTHONY W
1601 MARKET STREET X
PHILADELPHIA, PA 19103

Signatures

C. Robert Quint /s/, C. Robert Quint (power of attorney)

12/24/2009

 **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) Dividend equivalents accrued on unvested Phantom Stock Units. Dividend equivalents reported herein are related to various Phantom Stock Units outstanding.
- (3) 1-1
- (4) Each RSU represents a contingent right to receive a cash settlement equal to the value of one share of common stock for each share of restricted stock
- (5) RSU's are paid in cash at the time of retirement from the board of directors

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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