

Mattke Timothy J.
Form 4
January 22, 2019

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Mattke Timothy J.

2. Issuer Name and Ticker or Trading Symbol
MGIC INVESTMENT CORP
[MTG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O MGIC INVESTMENT CORPORATION, 250 EAST KILBOURN AVENUE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/21/2019

____ Director
____ Officer (give title below) _____ Other (specify below)
Executive Vice Preident & CFO

MILWAUKEE, WI 53202

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

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 01/21/2019 | | A | | 120,000 (1) | A | \$ 0 (2) |
| | | | | | 621,338 | D | |

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

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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) | 8. Price of Derivative Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|

| | | | | | | | | | |
|--------------|---------------------|--|--|--|--|---------------------------------|--------------------------------|--------------|---------|
| Common Stock | \$ 0 ⁽³⁾ | | | | | Date Exercisable ⁽⁴⁾ | Expiration Date ⁽⁵⁾ | Common Stock | 866.084 |
|--------------|---------------------|--|--|--|--|---------------------------------|--------------------------------|--------------|---------|

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|--|
| Mattke Timothy J. C/O MGIC INVESTMENT CORPORATION 250 EAST KILBOURN AVENUE MILWAUKEE, WI 53202 | Director 10% Owner Officer Other Executive Vice Preident & CFO |

Signatures

Martha F. Tsuchihashi, 01/22/2019
 Attorney-in-Fact

**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) These shares shall vest on February 28, 2022 to the extent, if any, the performance goal to which they are subject is met. If it is not possible to determine whether the performance goal has been met on such vesting date, the vesting date will generally be extended until such determination can be made. Any of these share units which have not vested on April 15, 2022 will be forfeited.
 - (2) These share units were awarded to the reporting person pursuant to the Issuer's 2015 Omnibus Incentive Plan and no price was paid by the reporting person for the share units.
 - (3) The conversion price varies with the price of the Issuer's common stock. At any given time, the conversion price is equal to the closing price of the Issuer's common stock on the New York Stock Exchange on the previous trading day.
 - (4) These derivative securities may be exercised at any time.
 - (5) These derivative securities do not have any expiration date.
 - (6) Balance as of December 31, 2018

Remarks:

This Form 4 is being signed by the reporting person's Attorney-in-Fact pursuant to a previously signed 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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