

MGIC INVESTMENT CORP
 Form 4
 January 25, 2017

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

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 *
 CULVER CURT S

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

3. Date of Earliest Transaction (Month/Day/Year)
 01/23/2017

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

(Street)
 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 Indirect Ownership (Instr. 4)
Common Stock				(A)	1,586,231.3259 (1)	D	
Common Stock				(A)	40,000	I	By Family Trust

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)

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. 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 Security (Instr. 3 and 4)	Amount		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Number of Shares
Share Units <u>(2)</u>	<u>(3)</u> <u>(4)</u>	01/23/2017		A	9,606.1479		02/01/2018 <u>(6)</u>	<u>(7)</u>	Common Stock	9,606

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director 10% Owner Officer Other

CULVER CURT S
C/O MGIC INVESTMENT CORPORATION
250 EAST KILBOURN AVENUE
MILWAUKEE, WI 53202

Signatures

Dan D. Stilwell,
Attorney-in-Fact 01/25/2017

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

(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 are settled in cash, on a specified date, unless a qualified election for later distribution is made by the reporting person.

(5) These Share Units were awarded to the reporting person pursuant to the Issuer's Deferred Compensation Plan for Non-Employee Directors and no price was paid by the reporting person for the Share Units.

(6) These Share Units awarded on this transaction date are settled in cash ten business days after February 1, 2018 unless a qualified election for later distribution is made by the reporting person.

(7) These Share Units do not expire on a fixed date, except that the Share Units awarded on this transaction, date and on January 25, 2016 are settled in cash ten business days after February 1, 2018 and 2017, respectively, unless a qualified election for later distribution is made by the reporting person.

Remarks:

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

Edgar Filing: MGIC INVESTMENT CORP - Form 4

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.