Meade Michael G Form 4/A February 02, 2006

FORM 4

if no longer

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

Check this box STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

subject to **SECURITIES** Section 16. Form 4 or Form 5 obligations

See Instruction 1(b).

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)

may continue.

1. Name and Address of Reporting Person *

Meade Michael G

Symbol

MGIC INVESTMENT CORP

[MTG]

(Last) (First) (Middle)

MGIC PLAZA, 250 EAST KILBOURN AVENUE

MILWAUKEE, WI 53202

(Street)

2. Issuer Name and Ticker or Trading

3. Date of Earliest Transaction

(Month/Day/Year) 01/25/2006

4. If Amendment, Date Original

Filed(Month/Day/Year) 01/27/2006

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

Director 10% Owner Other (specify X_ Officer (give title

below)

Senior VP & Chief Info Officer

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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Common 5,300 01/25/2006 A 30,358 (4) D A <u>(3)</u> (1)(2)Stock

Common 3,975 01/25/2006 34,333 (4) (6) D (3) Α A (1)(5)Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

9. Nt Deriv Secu Bene Own Follo Repo Trans (Insti

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Da	ate	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	5
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative		•		Securities			(Instr.	3 and 4)		(
	Security				Acquired			`]
	J				(A) or]
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
					.,						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
						Lacicisabic	Date		of		
				Code V	(A) (D)				Shares		

& Chief Info

Officer

Reporting Owners

Relationships Reporting Owner Name / Address

Officer 10% Owner Other Director Meade Michael G Senior VP

MGIC PLAZA 250 EAST KILBOURN AVENUE

MILWAUKEE, WI 53202

Signatures

Dan D. Stilwell,

Attorney-in-Fact 02/02/2006

**Signature of Reporting Person Date

Explanation of Responses:

rates based on certain performance standards.

- 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).
- This amended Form 4 is being filed to correct the number of shares awarded to the reporting person pursuant to the Issuer's 2002 Stock **(1)** Incentive Plan. Pursuant to Instruction 9(b) to Form 4, only the lines of the original Form 4 requiring correction or amendment are being restated on this amended Form 4.
- These shares were awarded to the reporting person pursuant to the Issuer's 2002 Stock Incentive Plan, are subject to certain restrictions, **(2)** and vest when such restrictions lapse. The restrictions on these shares lapse on January 25 of each of the five years beginning in 2007 at
- These securities were awarded to the reporting person pursuant to the Issuer's 2002 Stock Incentive Plan and no price was paid by the (3)reporting person for the securities.
- This amended Form 4 is also being filed to correct the number of shares beneficially owned by the reporting person following the transactions referenced herein. A Form 4 filed subsequeent to the filing of the Form 4 being amended hereby also overstated the number **(4)** of shares beneficially owned by the reporting person.
- These shares were awarded to the reporting person pursuant to the Issuer's 2002 Stock Incentive Plan, are subject to certain restrictions, **(5)** and vest when such restrictions lapse. The restrictions on one-fifth of these shares lapse on January 25 of each of the five years beginning in 2007.

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As of February 2, 2006, the reporting person owned (directly and beneficially) 32,836 shares of Common Stock of the Issuer, after taking into all transactions reported on the original Form 4 (as amended hereby) and subsequently reported transactions.

Remarks:

The reporting person serves as Senior Vice President - Information Services and Chief Information Officer of the Issuer's prince 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.