Mattke Timothy J. Form 4 February 13, 2018

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

3235-0287

Expires:

January 31, 2005

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response...

Estimated average 0.5

> 10% Owner Other (specify

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(City)

(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]

3. Date of Earliest Transaction

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

C/O MGIC INVESTMENT

CORPORATION, 250 EAST KILBOURN AVENUE

(Street)

(State)

02/10/2018

02/10/2018

(First)

(Middle)

(Zip)

4. If Amendment, Date Original

Filed(Month/Day/Year)

(Month/Day/Year)

02/10/2018

below) Executive Vice Preident & CFO

6. Individual or Joint/Group Filing(Check

Applicable Line)

Director

Officer (give title

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

MILWAUKEE, WI 53202

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities Beneficially Owned Following

Reported

534,321

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) or Code V Amount (D)

3,760

Price 3,760 D

D

14.01

(Instr. 3 and 4) 538,081

Transaction(s)

D

D

Stock

Common

Common

Stock

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

F

F

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SEC 1474 (9-02)

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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)	4. Transactic Code (Instr. 8)	``		ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. Price Derivati Security (Instr. 5]
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Common Stock	<u>(1)</u>				<u>(2)</u>	<u>(3)</u>	Common Stock	865.099	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Mattke Timothy J. C/O MGIC INVESTMENT CORPORATION 250 EAST KILBOURN AVENUE MILWAUKEE, WI 53202

Executive Vice Preident & CFO

Signatures

Dan D. Stilwell,

Attorney-in-Fact 02/13/2018

**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) 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.
- (2) These derivative securities may be exercised at any time.
- (3) These derivative securities do not have any expiration date.
- (4) Balance as of December 31, 2017

Remarks:

Reporting Owners 2

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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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