

MGIC INVESTMENT CORP

Form 4/A

April 01, 2003

**FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

☐ 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**

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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

Filed By  
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|                                                      |                                      |                                                    |                                                                                       |   |                                                             |        |                                                                                                                                                                                             |       |                                                                                              |                                                          |                                   |
|------------------------------------------------------|--------------------------------------|----------------------------------------------------|---------------------------------------------------------------------------------------|---|-------------------------------------------------------------|--------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------|----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| 1. Name and Address of Reporting Person*             |                                      |                                                    | 2. Issuer Name and Ticker or Trading Symbol                                           |   |                                                             |        | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)                                                                                                                     |       |                                                                                              |                                                          |                                   |
| Jastrow II, Kenneth M.                               |                                      |                                                    | MGIC Investment Corporation (MTG)                                                     |   |                                                             |        | <input checked="" type="checkbox"/> Director<br><input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer (give title below)<br><input type="checkbox"/> Other (specify below) |       |                                                                                              |                                                          |                                   |
| (Last) (First) (Middle)                              |                                      |                                                    | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)         |   | 4. Statement for Month/Day/Year<br>03/31/2003               |        | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person                                             |       |                                                                                              |                                                          |                                   |
| c/o Temple-Inland, Inc.<br>1300 S. Mo Pac Expressway |                                      |                                                    |                                                                                       |   |                                                             |        |                                                                                                                                                                                             |       |                                                                                              |                                                          |                                   |
| (Street)                                             |                                      |                                                    | 5. If Amendment, Date of Original (Month/Day/Year)<br>03/03/2003 <sup>(1)</sup>       |   | 7. Individual or Joint/Group Filing (Check Applicable Line) |        | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person                                             |       |                                                                                              |                                                          |                                   |
| Austin, TX 78746                                     |                                      |                                                    |                                                                                       |   |                                                             |        |                                                                                                                                                                                             |       |                                                                                              |                                                          |                                   |
| (City) (State) (Zip)                                 |                                      |                                                    | <b>Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> |   |                                                             |        |                                                                                                                                                                                             |       |                                                                                              |                                                          |                                   |
| 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)                                                        | V | 4. Securities Acquired (A) or Disposed of (D)               | Amount | (A) or (D)                                                                                                                                                                                  | Price | 5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
| Common Stock                                         | 02/28/03                             |                                                    | A                                                                                     |   | 1,254 <sup>(2)</sup>                                        | A      | ---                                                                                                                                                                                         |       | 8,678                                                                                        | D                                                        |                                   |

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

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

**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**

**FORM 4 (continued) 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 & 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 & 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) | 10. Ownership Form of Derivative Security: Direct | 11. Nature of Ownership (Instr. 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|--------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|--------------------------------------------|-----------------------------------------------------------------------------------------|---------------------------------------------------|------------------------------------|

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|                               |             |          |  | (5)  |   |                        |     |                      |                         |                 | (Instr. 4) | (D)<br>or<br>Indirect<br>(I)<br>(Instr. 4) |                            |                                        |
|-------------------------------|-------------|----------|--|------|---|------------------------|-----|----------------------|-------------------------|-----------------|------------|--------------------------------------------|----------------------------|----------------------------------------|
|                               |             |          |  | Code | V | (A)                    | (D) | Date<br>Exer-cisable | Expira-<br>tion<br>Date |                 |            |                                            | Title                      | Amount<br>or<br>Number<br>of<br>Shares |
| Share<br>Units <sup>(3)</sup> | One-for-One | 03/03/03 |  | A    |   | 4.32695 <sup>(4)</sup> |     |                      | N/A                     | Common<br>Stock | 4.32695    | \$39.46                                    | 6,833.98192 <sup>(5)</sup> | D                                      |

Explanation of Responses:

- (1) This amended Form 4 is being filed to delete an erroneous entry on the original Form 4 and to correct the amount of securities owned by the reporting person as of March 3, 2003.
- (2) Pursuant to the Issuer's 2002 Stock Incentive Plan, the reporting person is awarded one and one-half (1 1/2) shares of restricted Common Stock for each share of Common Stock or Share Unit (Phantom Stock) acquired by the reporting person under the Plan. The restrictions on these awarded shares generally terminate three years after the date of the award.
- (3) 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 acquired through compensation deferral. Dividends which would have been received on shares represented by Share Units are also invested in Share Units. The Share Units are settled in cash, generally at the time the reporting person ceases to be a Director of the Issuer.
- (4) These Share Units were acquired through phantom dividend reinvestment.
- (5) The number of Share Units beneficially owned by the reporting person includes Share Units owned prior to August 15, 1996, which were and continue to be exempt from Section 16 of the Securities and Exchange Act of 1934. The reporting person disclaims any waiver of such exemption.
- (6) This form is signed by the reporting person's attorney-in-fact pursuant to a previously filed power of attorney.

By: /s/ **Dan D. Stilwell**

**Dan D. Stilwell, Attorney-in-fact<sup>(6)</sup>**

\*\*Signature of Reporting Person

**March 31, 2003**

Date

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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