

MGIC INVESTMENT CORP

Form 4

January 25, 2005

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

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

## OMB APPROVAL

OMB  
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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
LAUER JON MICHAEL

(Last) (First) (Middle)

MGIC PLAZA, 250 EAST  
KILBOURN AVENUE

(Street)

MILWAUKEE, WI 53202

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/22/2005

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Executive VP & CFO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|------------------|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount | (A) or (D) Price |   |  |   |
| Common Stock                    | 01/22/2005                           |  | F                              |   | 630    | D \$ 64.05       | 75,383  | D  |   |
| Common Stock                    | 01/23/2005                           |  | F                              |   | 867    | D \$ 64.05       | 74,516  | D  |   |
| Common Stock                    |                                      |  |                                |   |        |                  | 800 <sup>(1)</sup>  | I  | As Custodian for Daughter                             |
| Common Stock                    |                                      |  |                                |   |        |                  | 800 <sup>(1)</sup>  | I  | As Custodian  |

|              |                   |   |   |
|--------------|-------------------|---|---|
| Common Stock | 10,335.216<br>(2) | I | for<br>Daughter<br><br>By Issuer's<br>Profit<br>Sharing<br>and<br>Savings<br>Plan |
|--------------|-------------------|---|---|

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

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(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    | 8. Pri<br>Deriv<br>Secu<br>(Instr |                                     |
|---|---|---|---|---|---|--|-----|---|--------------------|-----------------------------------|-------------------------------------|
|   |   |   |   | Code                                    | V   | (A)  | (D) | Date<br>Exercisable   | Expiration<br>Date | Title                             | Amount<br>or<br>Number<br>of Shares |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 36.4375  |   |   |   |   |  |     | (3)   | 01/22/2007         | Common<br>Stock                   | 80,000                              |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 46.0625  |   |   |   |   |  |     | (3)   | 05/05/2009         | Common<br>Stock                   | 25,000                              |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 45.375   |   |   |   |   |  |     | (4)   | 01/26/2010         | Common<br>Stock                   | 50,000                              |
| Employee<br>Stock                                   | \$ 57.88  |   |   |   |   |  |     | (5)   | 01/24/2011         | Common<br>Stock                   | 25,000                              |

Option  
(Right to  
Buy)

Employee  
Stock

Option \$ 63.8  
(Right to  
Buy)

(6)

01/23/2012

Common  
Stock

40,000

Employee  
Stock

Option \$ 43.7  
(Right to  
Buy)

(7)

01/22/2013

Common  
Stock

27,000

Employee  
Stock

Option \$ 68.2  
(Right to  
Buy)

(8)

01/28/2014

Common  
Stock

27,000

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                       |       |
|--|---------------|-----------|-----------------------|-------|
|  | Director      | 10% Owner | Officer               | Other |
| LAUER JON MICHAEL<br>MGIC PLAZA<br>250 EAST KILBOURN AVENUE<br>MILWAUKEE, WI 53202 |               |           | Executive<br>VP & CFO |       |

## Signatures

Dan D. Stilwell,  
Attorney-in-fact

01/25/2005

\_\_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 are owned for the benefit of the reporting person's two children. The reporting person disclaims beneficial ownership of securities held by or for his children.

(2) Number of shares as of December 31, 2004.

(3) All of these options are vested and exercisable in full.

(4) These options were granted to the reporting person under the Issuer's 1991 Stock Incentive Plan. Vesting of the options may occur on January 26 of each of the five years beginning in 2001, at a rate equal to the percent which the Issuer's earnings per share for the prior fiscal year was of \$31.21, and subject to at least a 10% increase in the Issuer's earnings per share from the prior fiscal year. Any portion of the options which has not vested by January 26, 2005 will become vested on January 26, 2009.

(5) One-fifth of these options vest on January 24 of each of the five years beginning in 2002.

(6) One-fifth of these options vest on January 23 of each of the five years beginning in 2003.

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- (7) One-fifth of these options vest on January 22 of each of the five years beginning in 2004.
- (8) One-fifth of these options vest on January 28 of each of the five years beginning in 2005.

### Remarks:

This form is signed by the reporting person's attorney-in-fact pursuant to a previously filed 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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