

Hughes James J.  
Form 4  
March 05, 2018

# FORM 4

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

OMB APPROVAL

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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 \*  
Hughes James J.

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)

3. Date of Earliest Transaction (Month/Day/Year)  
03/04/2018

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below) \_\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
Executive VP-Sales & Bus. Dev

C/O MGIC INVESTMENT CORPORATION, 250 EAST KILBOURN AVENUE

(Street)

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

MILWAUKEE, WI 53202

(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 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) |         |         |                 |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------|---------|-----------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |         |         |                 |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |         |         |                 |
| Common Stock                    | 02/10/2018                           |  | G                              | V   | 6,453   | D  | Ⓟ   | 245,159 | D       |                 |
| Common Stock                    | 02/10/2018                           |  | G                              | V   | 6,453   | A  | Ⓟ   | 104,111 | I       | By Family Trust |
| Common Stock                    | 03/04/2018                           |  | F                              |   | 3,979   | D  | \$  | 13.86   | 241,180 | D               |
| Common Stock                    | 03/04/2018                           |  | F                              |   | 4,939   | D  | \$  | 13.86   | 236,241 | D               |
|                                 | 03/05/2018                           |  | G                              | V   | 10,381  | D  | Ⓟ   | 225,860 | D       |                 |

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Common  
Stock

Common Stock    03/05/2018          G    V    10,381    A    (1)    114,492    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 | 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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) |                            |
|--|--|--------------------------------------|--|---------------------|---|--|---|--|----------------------------|
|  |  |                                      |  | Code                | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares |
| Common Stock                               | (2)  |                                      |  |                     |   | (3)  | (4)   | Common Stock                               | 609.721                    |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

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

Executive VP-Sales & Bus. Dev

## Signatures

Martha F. Tsuchihashi,  
Attorney-in-Fact    03/05/2018

\_\_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) These securities were transferred from the reporting person to a family trust and no compensation was paid or received for the securities.
- (2) 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.
- (3) These derivative securities may be exercised at any time.
- (4) These derivative securities do not have any expiration date.
- (5) Balance as of December 31, 2017

### Remarks:

This Form 4 is being 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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