

RICHARDS ROBERT  
Form 4  
December 31, 2008

**FORM 4**

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

OMB APPROVAL

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**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 \*  
RICHARDS ROBERT

(Last) (First) (Middle)

1601 MARKET STREET

(Street)

PHILADELPHIA, PA 19103

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
RADIAN GROUP INC [RDN]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/26/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4)
Common Stock				(A) or (D) Price	4,150	D	

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)**

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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, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Phantom Stock Unit	\$ 0 <sup>(1)</sup>							08/07/2015	08/07/2015	common stock	46,
Phantom Stock Unit	\$ 0 <sup>(1)</sup>							02/05/2017	02/05/2017	common stock	1,
phantom stock unit	\$ 0 <sup>(1)</sup>							02/07/2016	02/07/2016	common stock	2,
dividend equivalent rights <sup>(2)</sup>	\$ 0 <sup>(2)</sup>	12/26/2008		A		46.7313		12/26/2017	12/26/2017 <sup>(2)</sup>	common stock	46.
phantom stock unit	\$ 0 <sup>(1)</sup>							02/08/2015	02/08/2015	common stock	2,
phantom stock unit	\$ 0 <sup>(1)</sup>							02/10/2014	02/10/2014	common stock	2,
stock option	\$ 20.3125							01/19/2001	01/19/2009	common stock	2,
Phantom Stock Unit	\$ 0 <sup>(1)</sup>							04/13/2009	04/13/2009	common stock	8
Phantom Stock Unit	\$ 0 <sup>(1)</sup>							12/17/2009	12/17/2009	common stock	8
stock option	\$ 21.0313							01/18/2001	01/18/2010	common stock	2,
Phantom Stock Unit	\$ 0 <sup>(1)</sup>							12/05/2010	12/05/2010	common stock	8
stock option	\$ 27.1875							01/22/2002	01/22/2011	common stock	2,
stock option	\$ 35.81							11/06/2002	11/06/2011	common stock	2,
Phantom Stock Unit	\$ 0 <sup>(1)</sup>							11/06/2011	11/06/2011	common stock	8
stock option	\$ 35.79							01/30/2004	01/30/2013	common stock	2,
Phantom Stock Unit	\$ 0 <sup>(1)</sup>							01/30/2013	01/30/2013	common stock	8

