

RADIAN GROUP INC  
Form 4  
May 15, 2017

**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 \*  
Jackson Catherine Mary

(Last) (First) (Middle)

RADIAN GROUP INC., 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)  
05/10/2017

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)  
SVP, Chief Accounting Officer

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units - Performance Award (TSR Metric) <u>(1)</u> <u>(2)</u> <u>(3)</u>	\$ 0	05/10/2017	A	V			4,160 <u>(2)</u> <u>(3)</u>		05/10/2020 <sup>(3)</sup>	<u>(5)</u>	Common Stock	4,160 <u>(2)</u> <u>(3)</u>
Restricted Stock Units - Performance Award (BV Metric) <u>(1)</u> <u>(2)</u> <u>(4)</u>	\$ 0	05/10/2017	A	V			4,500 <u>(2)</u> <u>(4)</u>		05/10/2020 <sup>(4)</sup>	<u>(5)</u>	Common Stock	4,500 <u>(2)</u> <u>(4)</u>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jackson Catherine Mary RADIAN GROUP INC. 1601 MARKET STREET PHILADELPHIA, PA 19103			SVP, Chief Accounting Officer	

## Signatures

Edward J. Hoffman /s/, Edward J. Hoffman (POA)  
Atty-in-fact

05/15/2017

        \*\*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) Amendment to the Form 4 filed 5/12/17 is due to an error in Footnote #3 and 4, as updated herein.

(2) Each Performance Based RSU represents a contingent right to receive one share of Radian Group Inc. common stock. The number of reported Performance Based RSUs represents the target award, with grantees having the potential to earn a number of shares up to 200% of the target award. The Performance Based RSUs have no voting or dividend rights.

(3) Vesting of the Performance Based RSUs (TSR Metric) occurs on the third anniversary of the grant date, with payouts generally subject to a one year holding period after vesting. The award (representing between 0 and 8,320 shares) will vest based on the relative performance of Radian's total stockholder return against a designated peer group.

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- Vesting of the Performance Based RSUs (BV Metric) occurs on the third anniversary of the grant date, with payouts generally subject to a
- (4) one year holding period after vesting. The award (representing between 0 and 9,000 shares) will vest based on Radian's cumulative growth in "LTI Book Value" per share (as defined in the grant document).
  - (5) Not Applicable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.