

Ibrahim Sanford A
 Form 4
 June 08, 2012

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 *
 Ibrahim Sanford A

(Last) (First) (Middle)

RADIAN GROUP INC., 1601
 MARKET ST

(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)
 06/06/2012

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)

Chief Executive 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 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) | 616,298 ⁽¹⁾ | D | |
| Common Stock | | | | (A) or (D) | 12,095 | I | 401K stock fund |

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

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SEC 1474 (9-02)

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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, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Stock Option - Performance Award | \$ 2.45 | 06/06/2012 | | A | 320,060 | 06/06/2015 ⁽²⁾ | 06/06/2022 | Common Stock |
| Restricted Stock Units -Performance Award | \$ 0 | 06/06/2012 | | A | V 581,870 | ⁽³⁾ | ⁽³⁾ | Common Stock |
| Stock Option - Performance Award | \$ 3.58 | | | | | 06/09/2014 ⁽⁶⁾ | 06/09/2018 | Common Stock |
| Restricted Stock Units -Performance Award | \$ 0 | | | | | ⁽³⁾ | ⁽³⁾ | Common Stock |
| Stock Option | \$ 10.42 | | | | | 05/12/2013 ⁽⁸⁾ | 05/12/2017 | Common Stock |
| Restricted Stock Units -Performance Award | \$ 0 | | | | | ⁽³⁾ | ⁽³⁾ | Common Stock |
| Stock Appreciation Right | \$ 2.68 | | | | | 05/13/2012 | 05/13/2014 | Common Stock |
| Stock Option | \$ 2.48 | | | | | 08/07/2011 | 08/07/2015 | Common Stock |
| Stock Option | \$ 56.03 | | | | | 02/07/2007 | 05/05/2013 | Common Stock |
| Stock Option | \$ 46.39 | | | | | 05/05/2006 | 05/05/2012 | Common Stock |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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The number of RSUs reported (658,080) represents the target award. **As discussed in Footnote 7 above, at the end of the performance period, the participant may earn up to 200% of the target award, subject to a maximum award limitation of one million (1,000,000) shares that may be issued to any individual in a calendar year under the Radian Group Inc. Amended and Restated 2008 Equity Compensation Plan.

(11) The number of RSUs reported (72,800) represents the target award. As discussed in Footnote 9 above, the number of shares that may be issued upon vesting ranges from 0 shares to 91,000 shares (109,200 shares in the event TSR performance is measured solely against the companies included in the S&P 400 index).

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