

RABINOVITCH ISSIE N
Form 4
March 07, 2011

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 *
RABINOVITCH ISSIE N

2. Issuer Name and Ticker or Trading Symbol
ESSEX PROPERTY TRUST INC
[ESS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
03/03/2011

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

C/O ESSEX PROPERTY TRUST, 925 EAST MEADOW DRIVE

(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

PALO ALTO, CA 94303

(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 (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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	03/03/2011		M	A	800	\$ 46.99	17,300 D
Common Stock	03/03/2011		S	D	800	\$ 119.43	16,500 D
Common Stock	03/04/2011		M	A	900	\$ 46.99	17,400 D
Common Stock	03/04/2011		S	D	900	\$ 119.27	16,500 D

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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 (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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Director Stock Option (Right to purchase)	\$ 0	03/03/2011		M	800	05/15/2002 05/15/2011	Common Stock	800
Director Stock Option (Right to purchase)	\$ 0	03/04/2011		M	900	05/15/2002 05/15/2011	Common Stock	900

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RABINOVITCH ISSIE N C/O ESSEX PROPERTY TRUST 925 EAST MEADOW DRIVE PALO ALTO, CA 94303	X			

Signatures

/s/ Michael T. Dance (Attorney in Fact) 03/07/2011

__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).

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. 00em">Participant directed \$2,263,551 \$2,308,981

Non-participant directed (Note Q)

11,792,245 10,943,551

14,055,796 13,252,532

Other investments (Note J)

33,199,876 26,050,706

Loans receivable

668,173 576,937

Employer contribution receivable

2,603,166 2,759,493

NET ASSETS AVAILABLE FOR BENEFITS

\$50,527,011 \$42,639,668

See notes to financial statements.

RADIAN GROUP INC. SAVINGS INCENTIVE PLAN**STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS****YEARS ENDED DECEMBER 31, 2004 AND 2003**

	<u>2004</u>	<u>2003</u>
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Investment income:		
Net appreciation in fair value of investments	\$ 3,374,938	\$ 6,744,427
Loan interest	35,384	42,781
Interest and dividends	486,146	254,052
	<u>3,896,468</u>	<u>7,041,260</u>
Total investment income		
	<u>3,896,468</u>	<u>7,041,260</u>
Contributions:		
Participants	5,119,298	4,943,343
Employer s	2,603,166	2,759,493
Rollover	443,100	4,441,037
	<u>8,165,564</u>	<u>12,143,873</u>
Total contributions		
	<u>8,165,564</u>	<u>12,143,873</u>
Total additions		
	<u>12,062,032</u>	<u>19,185,133</u>
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Other deductions	15,698	15,516
Benefits paid to participants	4,158,991	2,704,973
	<u>4,174,689</u>	<u>2,720,489</u>
Total deductions		
	<u>4,174,689</u>	<u>2,720,489</u>
NET ADDITIONS	7,887,343	16,464,644
NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF THE YEAR	42,639,668	26,175,024
	<u>42,639,668</u>	<u>26,175,024</u>
NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR	<u>\$ 50,527,011</u>	<u>\$ 42,639,668</u>

See notes to financial statements.

RADIAN GROUP INC. SAVINGS INCENTIVE PLAN

NOTES TO FINANCIAL STATEMENTS

A. Significant Accounting Policies

The financial statements of the Radian Group Inc. Savings Incentive Plan (the Plan) are presented in accordance with accounting principles generally accepted in the United States of America. Investments are carried at fair value, which is based on quoted market prices, except for loans receivable which are valued at the outstanding loan balances. Dividends and interest are recorded when earned. Participant and employer contributions are recorded in the period to which they are applicable. Certain plan expenses are deducted from participant accounts or investment income. Brokerage commissions, and other expenses incurred in connection with the purchase or sale of securities, and all other costs and expenses of the Plan are paid directly by Radian Group Inc.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the changes therein during the reporting period. Actual results may differ from those estimates and assumptions.

B. Plan Description

The information in these notes contains a brief overview of the Plan. Participants should refer to the Plan documents for a complete description of the Plan.

The Plan became effective on November 6, 1992, concurrent with the initial public offering of CMAC Investment Corporation's (CMT) common stock. Prior to that date, employees of Commonwealth Mortgage Assurance Company (CMAC) participated in a similar plan offered by CMAC's former parent. On April 1, 1993, account balances of CMAC employees from the prior plan were transferred to a separate trust, which became part of the Plan.

On November 22, 1998, the Board of Directors of CMT and the Board of Directors of Amerin Corporation (Amerin) each approved an Agreement and Plan of Merger pursuant to which CMT and Amerin merged with CMT surviving. The merger was effective June 9, 1999 after approval by the stockholders of both companies, at which time CMT was renamed Radian Group Inc. (Radian). At the same time, CMT's main operating subsidiary, CMAC, was renamed Radian Guaranty Inc. (Radian Guaranty). From the date of merger until their termination on September 30, 1999, the remaining Amerin Guaranty Corporation (Amerin Guaranty) employees continued to contribute to the Amerin 401(k) plan. Any Amerin Guaranty employees that transferred to Radian Guaranty effective with the merger began to contribute to the Plan on June 9, 1999. Subsequent to June 29, 2001, \$1.1 million in balances from Amerin Guaranty employees that remained in the Amerin 401(k) plan were converted to the Plan unless a distribution could be made to the employee.

On August 6, 2002, the Board of Directors of Radian approved an amendment to the Plan to allow for catch-up contributions in accordance with, and subject to the limitations of, 414 (vi) of the Internal Revenue Code of 1986 (the Code) effective October 1, 2002 as well as other changes permitted under the Economic Growth and Tax Relief Reconciliation Act of 2001. In addition, the Board of Directors of Radian approved the merger of the Enhance Financial Services Group Inc. (EFSG) 401(k) Savings Plan (the Financial Guaranty Plan) into the Plan effective January

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1, 2003 and provided for the participation in the Plan of all Financial Guaranty Plan participants who had plan accounts transferred from the Financial Guaranty Plan to the Plan. It also provided that such participants would be given vesting credit under the Plan for all service completed with EFSG before the merger. Subsequent to January 1, 2003, \$3.7 million in balances from the Financial Guaranty Plan were transferred to the Plan.

The Plan is a defined contribution plan designed to allow eligible employees of Radian Group, Radian Guaranty, RadianExpress.com Inc., Radian Insurance Inc., Radian Services LLC, EFSG and its subsidiaries and, effective January 1, 2004, Singer Asset Finance to save for their retirement. Full-time employees, upon completion of 90 consecutive days, are eligible to join the Plan. Effective January 1, 2003, all participant contributions from 1% to 25% are made on a salary reduction basis. Prior to January 1, 2003, participants could contribute from 1% to 15% of their compensation to the Plan.

RADIAN GROUP INC. SAVINGS INCENTIVE PLAN

NOTES TO FINANCIAL STATEMENTS - Continued

Additional limitations may be imposed under the Plan on the amount of salary reduction contributions and after-tax savings contributions that may be elected by highly compensated participants in order to comply with certain non-discrimination requirements of the Code. The annual limit on salary reduction contributions by a participant is determined from time to time by the Plan's Benefits Administration Committee (the Committee) (not to exceed the indexed limitations contained in the Code), and those limits were set at \$13,000 for 2004 and \$12,000 for 2003. Participant after-tax contributions have not been permitted after January 1, 1994.

C. Administration of the Plan

The Plan is administered by the Committee, which has fiduciary responsibility for the general operation of the Plan. Members of the Committee are appointed by the Board of Directors of Radian for indefinite terms and may resign or be removed at any time. Members of the Committee serve without compensation for their service. As such, Radian indemnifies such members to the extent determined by its Board of Directors.

Although Radian expects to continue the Plan, the right to amend or terminate the Plan is reserved. In the event of Plan termination, all benefits would become fully vested and non-forfeitable and the net assets of the Plan would be allocated as required by the Employee Retirement Income Security Act of 1974 (ERISA), as amended, and by the Plan document.

Administrative expenses of the Plan are paid by the Plan sponsor as provided in the Plan Document.

D. Participant Accounts

Individual accounts are maintained for each Plan participant. Each participant's account is credited with the participant's contribution, the Company's matching contribution, and allocations of Company discretionary contributions and Plan earnings, and charged with withdrawals and an allocation of Plan losses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

E. Matching Contributions

Radian makes an annual matching contribution to a separate Incentive Account with respect to the salary reduction contributions of each participant, subject to a limit of six percent (effective January 1, 2003) of the participant's base salary in any pay period. For every dollar a participant contributes to the Plan (not exceeding a total of six percent of base salary in any pay period) and does not withdraw before the close of the Plan year (calendar year), Radian will make a contribution of at least \$0.25.

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After the close of any year, Radian may, in its sole discretion, make a supplemental matching contribution. For every eligible dollar the participants contributed to the Plan during the years ended December 31, 2004 and 2003, Radian made supplemental matching contributions of \$0.75 per participant in Radian common stock.

Matching contributions generally must be made no later than the last date on which amounts so paid may be deducted for Federal income tax purposes. In order to be entitled to the matching contribution for a Plan year, a participant must be employed by Radian on the last working day of the Plan year, be on an authorized leave of absence (provided the participant has not withdrawn his current year contribution) or be entitled to receive a distribution of the participant's account following the participant's retirement, death or disability in the relevant Plan year.

Matching contributions, which may be made with Radian common stock, will be invested in the Common Stock Fund or some other investment or a combination thereof as determined by the Board of Directors of Radian or a committee thereof. Prior to the making of matching contributions for each year, the Board of Directors or committee thereof will make a one-time determination regarding the investment of the employer matching contributions for such year. All matching contributions for the years ended December 31, 2004 and 2003 were invested in the Common Stock Fund. The Common Stock Fund is considered a nonparticipant - directed fund (See Note Q).

F. Forfeited Accounts

At December 31, 2004 and 2003, forfeited nonvested accounts totaled \$459,604 and \$331,031, respectively. These accounts will be used to reduce future employer contributions. During the year ended December 31, 2004 and 2003, employer contributions were reduced by \$409,604 and \$322,084, respectively, from forfeited nonvested accounts.

RADIAN GROUP INC. SAVINGS INCENTIVE PLAN

NOTES TO FINANCIAL STATEMENTS - Continued

G. Trust Agreement

Effective August 2004, the Company and Vanguard Fiduciary Trust Company (Vanguard) or (the Trustee) established a trust (the Trust) for investment purposes as part of the Plan. The Trust replaced a predecessor trust established with Massachusetts Financial Services (MFS). At the same time, the Trustee also became the Plan s record keeper. All assets held in trust by MFS at that time were transferred to Vanguard.

H. Vesting

The rights of a participant to savings contributions made by the participant and salary reduction contributions made by Radian on the participant s behalf, and any earnings thereon, are at all times fully vested and non-forfeitable. Matching contributions, and any earnings thereon, become vested based on such participant s years of vesting service. A participant earns one year of vesting service for each Plan year in which such participant completes at least 1,000 hours of service.

Participants become vested under the following schedule:

<u>Years of Service</u>	<u>Vested Percentage of the Participant s Incentive Account</u>
Less than 2	0%
2 but less than 3	20%
3 but less than 4	40%
4 but less than 5	60%
5 but less than 6	80%
6 or more	100%

Employees of EFSG who were eligible to participate in the Financial Guaranty Plan prior to January 1, 2003 will retain the Financial Guaranty Plan vesting schedule as follows:

<u>Years of Service</u>	<u>Vested Percentage of the Participant s Incentive Account</u>
Less than 1	0%
1 but less than 2	33%
2 but less than 3	68%

Explanation of Responses:

3 or more

100%

Newly eligible employees of EFSG will follow the Plan vesting schedule.

I. Investment Options

For 2003, all assets in the Plan other than those in the Common Stock Fund were invested in various funds offered by MFS. In August 2004, Radian changed the Plan's record keeper to The Vanguard Group (TVG).

The selection of investment options, which may be done in increments of 1% pursuant to the Plan, with the exception of employer matching contributions, is the sole responsibility of each participant. Neither the trustee nor the employer has any responsibility to select investment options or to advise participants in selecting their investment options. Subject to applicable provisions of law, each participant assumes all risks connected with any decrease in the market value of any securities in the funds, and such funds shall be the sole source of payments to be made under the Plan.

RADIAN GROUP INC. SAVINGS INCENTIVE PLAN**NOTES TO FINANCIAL STATEMENTS - Continued****J. Other Investments**

Other investments consist of the following:

		December 31, 2004	
		Cost	Fair Value
TVG	Artisan International Fund	\$ 77,547	\$ 86,076
TVG	Columbia Acorn Fund	1,706,757	1,900,892
TVG	Oppenheimer Global Fund	1,470,014	1,749,093
TVG	Royce Fund	136,044	142,090
TVG	500 Index Fund	185,955	197,594
TVG	Growth Equity Fund	1,674,034	1,865,154
TVG	Growth and Income Fund	2,589,733	2,834,879
TVG	High Yield Corporate Fund	49,962	50,709
TVG	Inflation Protected Securities Fund	171,017	170,924
TVG	International Explorer Fund	790,497	917,872
TVG	Mid Cap Growth Fund	27,546	29,538
TVG	Mid Cap Index Fund	159,085	180,158
TVG	Morgan Growth Fund	6,131,150	6,883,654
TVG	Selected Value Fund	122,976	133,060
TVG	Small Cap Index Fund	194,677	216,813
TVG	Strategic Equity Fund	16,725	17,013
TVG	Target Retirement 2005 Fund	195,208	199,305
TVG	Target Retirement 2015 Fund	466,808	482,250
TVG	Target Retirement 2025 Fund	344,349	352,482
TVG	Target Retirement 2035 Fund	529,442	571,025
TVG	Target Retirement 2045 Fund	28,469	30,183
TVG	Target Retirement Income	10,484	10,650
TVG	Total Bond Market Index Fund	2,884,403	2,911,945
TVG	Wellington Fund	5,736,578	5,965,378
TVG	Windsor II Fund	229,280	240,601
TVG	Retirement Savings Trust	5,060,538	5,060,538
Total Other Investments		\$ 30,989,278	\$ 33,199,876

		December 31, 2003	
		Cost	Fair Value
MFS	Fixed Fund Institutional Series	\$ 4,297,459	\$ 4,297,459

Explanation of Responses:

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MFS	Money Market Fund	8,946	8,946
MFS	Emerging Growth Fund	2,447,153	3,956,324
MFS	Bond Fund	2,523,957	2,992,919
MFS	International New Discovery	270,527	315,091
MFS	Total Return Fund - A	4,531,011	4,866,978
MFS	Massachusetts Investors Trust	1,927,564	2,543,494
MFS	Massachusetts Investors Growth		
MFS	Stock Fund	1,560,704	1,468,013
MFS	Research Fund	467,867	453,497
MFS	Capital Opportunities Fund	2,257,344	2,295,999
MFS	Global Equity Fund	1,125,646	1,327,771
MFS	New Discovery Fund	1,451,023	1,524,215
		<hr/>	<hr/>
	Total Other Investments	\$ 22,869,201	\$ 26,050,706
		<hr/>	<hr/>

RADIAN GROUP INC. SAVINGS INCENTIVE PLAN**NOTES TO FINANCIAL STATEMENTS - Continued****K. Payment of Benefits and Withdrawals**

On termination of service due to death, disability or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or annual installments over a ten-year period. For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution. Benefit payments to participants are recorded upon distribution.

Participants are permitted to make withdrawals in accordance with Plan provisions. The minimum withdrawal permitted is the lesser of \$500 or the full value of the participant's applicable account.

All amounts attributable to savings contributions must be withdrawn prior to any hardship withdrawal of amounts attributable to matching contributions or salary reduction contributions.

The Plan's hardship withdrawal rules comply with the Code. In order to make a hardship withdrawal, a participant must exhaust the possibility of all other withdrawals (other than hardship withdrawals) under the Plan and all such withdrawals and nontaxable loans available under all other retirement plans maintained by Radian and its affiliates. Earnings credited after 1988 on salary reduction contributions are not available for hardship withdrawals, even if the contributions were made before 1989. Upon receiving a hardship distribution, a participant is generally suspended from making salary reduction contributions and savings contributions to the Plan (and all other deferred compensation plans maintained by Radian and its affiliates) for six months following the year of the hardship withdrawal.

L. Net Appreciation in Fair Value

Net appreciation (depreciation) in fair value of investments (including gains and losses on investments bought and sold, as well as held during the year) for the years ended December 31, 2004 and 2003 consisted of:

	<u>2004</u>	<u>2003</u>
TVG Artisan International Fund	\$ 8,529	\$
TVG Columbia Acorn Fund	203,302	
TVG Oppenheimer Global Fund	290,084	
TVG Royce Fund	6,046	
TVG 500 Index Fund	11,833	
TVG Growth Equity Fund	194,996	
TVG Growth and Income Fund	257,674	

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TVG	High Yield Corporate Fund	748	
TVG	Inflation Protected Securities Fund	(93)	
TVG	International Explorer Fund	133,253	
TVG	Mid Cap Growth Fund	2,096	
TVG	Mid Cap Index Fund	21,074	
TVG	Morgan Growth Fund	795,613	
TVG	Selected Value Fund	10,084	
TVG	Small Cap Index Fund	22,137	
TVG	Strategic Equity Fund	287	
TVG	Target Retirement 2005 Fund	4,097	
TVG	Target Retirement 2015 Fund	15,584	
TVG	Target Retirement 2025 Fund	8,141	
TVG	Target Retirement 2035 Fund	41,638	
TVG	Target Retirement 2045 Fund	1,715	
TVG	Target Retirement Income	166	
TVG	Total Bond Market Index Fund	33,497	
TVG	Wellington Fund	240,609	
TVG	Windsor II Fund	11,327	
MFS	Fixed Fund Institutional Series	(113)	(426)
MFS	Money Market Fund		(178)
MFS	Emerging Growth Fund	(116,367)	874,030
MFS	Bond Fund	(56,283)	95,023
MFS	International New Discovery Fund	2,496	45,103
MFS	Total Return Fund A	(10,944)	563,423
MFS	Massachusetts Investors Trust	(38,085)	453,056
MFS	Massachusetts Investors Growth Stock Fund	(59,420)	232,875
MFS	Research Fund	(351)	74,533
MFS	Capital Opportunities Fund	(30,644)	449,686
MFS	Global Equity Fund	29,605	256,413
MFS	New Discovery Fund	(170,341)	326,185
	Radian Common Stock Fund*	1,510,948	3,374,704
	Net Appreciation in Fair Value	\$ 3,374,938	\$ 6,744,427

* Indicates party-in-interest to the Plan

RADIAN GROUP INC. SAVINGS INCENTIVE PLAN**NOTES TO FINANCIAL STATEMENTS - Continued****M. Loans**

Participants may borrow from the Plan in an amount up to 50% of their vested balance. The maximum loan amount is \$50,000 as set forth by the IRS and Department of Labor regulations. The minimum loan allowed by the Plan is \$1,000. Loans are repaid via payroll deductions including interest at the prime rate plus 1% over a maximum five-year period, except loans that are used toward the purchase of a primary residence that can be repaid over a longer time period.

N. Federal Tax Considerations

The Plan received a favorable determination letter from the IRS dated September 11, 2002, with respect to the Plan's continued tax qualified status upon its amendment to comply with GUST, the Internal Revenue Service Restructuring and Reform Act of 1998 and the Community Renewal Tax Relief Act of 2000. Therefore, no provision for income taxes has been made in these financial statements.

O. Schedule of Investments Greater than Five Percent of Net Assets (at fair value)

The following presents investments that represented five percent or more of the Plan's net assets for each respective year.

	<u>Number of Shares</u>	<u>2004</u>
Vanguard Growth and Income Fund	92,613	\$ 2,834,879
Vanguard Morgan Growth Fund	421,793	6,883,654
Vanguard Total Bond Market Index Fund	283,539	2,911,945
Vanguard Wellington Fund	197,595	5,965,378
Vanguard Retirement Savings Trust	5,060,538	5,060,538
Common Stock Fund*	634,001	14,055,796

	<u>Number of Shares</u>	<u>2003</u>
MFS Fixed Fund Institutional Series	4,297,459	\$ 4,297,459
MFS Emerging Growth Fund	139,948	3,956,324
MFS Bond Fund	228,467	2,992,919
MFS Total Return Fund - A	322,316	4,866,978
Massachusetts Investors Trust	162,836	2,543,494
MFS Capital Opportunities Fund	192,941	2,295,999
Common Stock Fund*	651,019	13,252,532

* Indicates party-in-interest to the Plan

P. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect a participants' account balances and the amounts reported in the statement of net assets available for benefits.

RADIAN GROUP INC. SAVINGS INCENTIVE PLAN**NOTES TO FINANCIAL STATEMENTS - Continued****Q. Nonparticipant - Directed Investments**

Information about the net assets and the significant components of the changes in net assets relating to the nonparticipant - directed investments is as follows:

	December 31,	
	2004	2003
Net Assets:		
Common Stock Fund*	\$ 11,792,245	\$ 10,943,551
Total	\$ 11,792,245	\$ 10,943,551
	Year Ended December 31	
	2004	2003
Changes in Net Assets:		
Net appreciation	\$ 1,267,625	\$ 2,831,242
Contributions	2,759,493	1,689,159
Benefits paid to participants	(1,206,531)	(540,884)
Other deductions	(343,922)	(227,330)
Loan activity	(46,123)	(21,072)
Transfers to participant - directed investments	(1,581,848)	(314,785)
	\$ 848,694	\$ 3,416,330

* Indicates party-in-interest to the Plan.

R. Exempt Party-in-Interest Transactions

Certain Plan investments are shares of mutual funds managed by TVG. The Vanguard Group is the trustee as defined by the Plan and, therefore, these transactions qualify as exempt party-in-interest transactions. Fees paid by the Plan for investment management services were included as a reduction of the return earned on each fund.

Explanation of Responses:

RADIAN GROUP INC. SAVINGS INCENTIVE PLAN**Schedule H, Item 4i: Schedule of Assets (Held at End of Year)**

December 31, 2004

Identity of		Number	Current	
Issuer	Description Of Investment	Shares	Cost	Value
TVG	Artisan International Fund	3,888	\$ 77,547	\$ 86,076
TVG	Columbia Acorn Fund	71,867	1,706,757	1,900,892
TVG	Oppenheimer Global Fund	28,782	1,470,014	1,749,093
TVG	Royce Fund	9,269	136,044	142,090
TVG	500 Index Fund	1,770	185,955	197,594
TVG	Growth Equity Fund	193,080	1,674,034	1,865,154
TVG	Growth and Income Fund	92,613	2,589,733	2,834,879
TVG	High Yield Corporate Fund	7,874	49,962	50,709
TVG	Inflation Protected Securities Fund	13,598	171,017	170,924
TVG	International Explorer Fund	56,173	790,497	917,872
TVG	Mid Cap Growth Fund	1,840	27,546	29,538
TVG	Mid Cap Index Fund	11,519	159,085	180,158
TVG	Morgan Growth Fund	421,793	6,131,150	6,883,654
TVG	Selected Value Fund	7,364	122,976	133,060
TVG	Small Cap Index Inv	8,084	194,677	216,813
TVG	Strategic Equity Fund	794	16,725	17,013
TVG	Target Retirement 2005 Fund	18,352	195,208	199,305
TVG	Target Retirement 2015 Fund	43,174	466,808	482,250
TVG	Target Retirement 2025 Fund	30,947	344,349	352,482
TVG	Target Retirement 2035 Fund	48,681	529,442	571,025
TVG	Target Retirement 2045 Fund	2,530	28,469	30,183
TVG	Target Retirement Income	1,012	10,484	10,650
TVG	Total Bond Market Index Fund	283,539	2,884,403	2,911,945
TVG	Wellington Fund	197,595	5,736,578	5,965,378
TVG	Windsor II Fund	7,830	229,280	240,601
TVG	Retirement Savings Trust	5,060,538	5,060,538	5,060,538
Radian*	Common Stock Fund	634,001**	10,561,962	14,055,796
	Loans receivable @4.25% to 10.50%		668,173	668,173
	Maturing between 2005 and 2024			
TOTAL			\$ 42,219,413	\$ 47,923,845

* Indicates party-in-interest to the Plan.

** Amount represents units based on third party independent report.

RADIAN GROUP INC. SAVINGS INCENTIVE PLAN

Schedule H, Item 4j: Schedule of Reportable Transactions

December 31, 2004

Investments Purchased

Identity		Number of	Purchase	Fair Value of Asset
Of Party	Description of Security	Shares/Units	Price	on Transaction Date
<i>Single Transactions</i>				
*Radian	Common Stock Fund	179,193	3,081,578	3,081,578

* Indicates party-in-interest to the Plan.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Benefits Administration Committee has duly caused this annual report to be signed on its behalf by the undersigned thereunto duly authorized.

RADIAN GROUP INC.
SAVINGS INCENTIVE PLAN

By: Benefits Administration Committee

Date: June 28, 2005

By: */s/ C. Robert Quint*

C. Robert Quint

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
23	Consent of Independent Registered Public Accounting Firm