

MGIC INVESTMENT CORP  
 Form 4  
 January 27, 2006

**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 \*  
 LAUER JON MICHAEL

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)  
 01/25/2006

\_\_\_\_ Director  
 Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)  
 Executive VP & CFO

MGIC PLAZA, 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 (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)
			Code	V	Amount or (D) Price		
Common Stock	01/25/2006		A		10,800 (1)	A	(2) 125,356 D
Common Stock	01/25/2006		A		8,100 (3)	A	(2) 133,456 D
Common Stock	01/25/2006		A		3,717 (4)	A	(2) 137,173 D
Common Stock	01/25/2006		A		5,575 (5)	A	(2) 142,748 D
Common Stock	01/26/2006		F		774	D	\$ 64.68 141,974 D

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Common Stock	01/26/2006	F	782	D	\$ 64.68	141,192	D
Common Stock	01/26/2006	F	538	D	\$ 64.68	140,654	D

Common Stock						10,422.076 (6)	I	By Issuer's Profit Sharing and Savings Plan
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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. Price of Underlying Security (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		
Employee Stock Option (Right to Buy)	\$ 36.4375					(7)	01/22/2007	Common Stock	7,162
Employee Stock Option (Right to Buy)	\$ 46.0625					(7)	05/05/2009	Common Stock	25,000
Employee Stock Option (Right to Buy)	\$ 45.375					(8)	01/26/2010	Common Stock	50,000

Buy)

Employee  
StockOption \$ 57.88  
(Right to  
Buy)(9)

01/24/2011

Common  
Stock

25,000

Employee  
StockOption \$ 63.8  
(Right to  
Buy)(10)

01/23/2012

Common  
Stock

40,000

Employee  
StockOption \$ 43.7  
(Right to  
Buy)(11)

01/22/2013

Common  
Stock

27,000

Employee  
StockOption \$ 68.2  
(Right to  
Buy)(12)

01/28/2014

Common  
Stock

27,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAUER JON MICHAEL MGIC PLAZA 250 EAST KILBOURN AVENUE MILWAUKEE, WI 53202			Executive VP & CFO	

## Signatures

Dan D. Stilwell,  
Attorney-in-fact

01/27/2006

\*\*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 shares were awarded to the reporting person pursuant to the Issuer's 2002 Stock Incentive Plan, are subject to certain restrictions, and vest when such restrictions lapse. The restrictions on these shares lapse on January 25 of each of the five years beginning in 2007 at rates based on certain performance standards.
- (2) These securities were awarded to the reporting person pursuant to the Issuer's 2002 Stock Incentive Plan and no price was paid by the reporting person for the securities.
- (3) These shares were awarded to the reporting person pursuant to the Issuer's 2002 Stock Incentive Plan, are subject to certain restrictions, and vest when such restrictions lapse. The restrictions on one-fifth of these shares lapse on January 25 of each of the five years

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beginning in 2007 if a certain performance standard is satisfied.

(4) These securities were awarded to the reporting person pursuant to the Issuer's 2002 Stock Incentive Plan, are subject to certain restrictions, and vest on January 25, 2007.

(5) These securities were awarded to the reporting person pursuant to the Issuer's 2002 Stock Incentive Plan, are subject to certain restrictions, and vest on January 25, 2009.

(6) Balance as of December 31, 2005.

(7) All of these options are vested and exercisable in full.

(8) Partial vesting of these options occurred on January 26 of each of the five years beginning in 2001, based on certain performance standards. Any portion of the option which did not vest at January 26, 2005 will become vested on January 26, 2009 based on the reporting person's continued service to the Issuer.

(9) One-fifth of these options vest on January 24 of each of the five years beginning in 2002.

(10) One-fifth of these options vest on January 23 of each of the five years beginning in 2003.

(11) One-fifth of these options vest on January 22 of each of the five years beginning in 2004.

(12) One-fifth of these options vest on January 28 of each of the five years beginning in 2005.

### **Remarks:**

This form is 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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