

MGIC INVESTMENT CORP
 Form 4
 February 06, 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 *
 PIERZCHALSKI LAWRENCE J

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)
 MGIC PLAZA, 250 EAST
 KILBOURN AVENUE
 (Street)
 MILWAUKEE, WI 53202
 (City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
 02/06/2006

____ Director
 Officer (give title below) _____ Other (specify below)
 Executive Vice President

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

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				(A) or (D)	Price
Common Stock	02/03/2006		M			30,000	A	\$ 36.4375	104,309	D	
Common Stock	02/03/2006		S			24,324	D	\$ 64.12	79,985	D	
Common Stock	02/03/2006		F			5,676	D	\$ 64.83	74,309	D	
Common Stock									2,477 ⁽¹⁾	I	By Issuer's Profit Sharing

and
Savings
Plan

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

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(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 36.4375	02/03/2006		M	30,000	<u>(2)</u>	01/22/2007	Common Stock	30,000
Employee Stock Option (Right to Buy)	\$ 46.0625					<u>(2)</u>	05/05/2009	Common Stock	25,000
Employee Stock Option (Right to Buy)	\$ 45.375					<u>(7)</u>	01/26/2010	Common Stock	50,000
Employee Stock Option (Right to Buy)	\$ 57.88					<u>(6)</u>	01/24/2011	Common Stock	25,000
Employee Stock Option (Right to Buy)	\$ 63.8					<u>(5)</u>	01/23/2012	Common Stock	40,000

Buy)					
Employee Stock Option (Right to Buy)	\$ 43.7	(3)	01/22/2013	Common Stock	27,000
Employee Stock Option (Right to Buy)	\$ 68.2	(4)	01/28/2014	Common Stock	27,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PIERZCHALSKI LAWRENCE J MGIC PLAZA 250 EAST KILBOURN AVENUE MILWAUKEE, WI 53202			Executive Vice President	

Signatures

Dan D. Stilwell,
Attorney-in-fact

02/06/2006

**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) Number of shares as of December 31, 2005.
- (2) All of these options are vested and exercisable in full.
- (3) One-fifth of these options vest on January 22 of each of the five years beginning in 2004.
- (4) One-fifth of these options vest on January 22 of each of the five years beginning in 2005.
- (5) One-fifth of these options vest on January 23 of each of the five years beginning in 2003.
- (6) One-fifth of these options vest on January 24 of each of the five years beginning in 2002.
- (7) 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.

Remarks:

The reporting person serves as Executive Vice President - Risk Management of the Issuer's principal operating subsidiary, Mo

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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