#### RADIAN GROUP INC

Form 4 June 10, 2014

### FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

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

See Instruction 1(b).

(Last)

Form 5

obligations

may continue.

(Print or Type Responses)

1. Name and Address of Reporting Person <u>\*</u> Bryce Bazemore Teresa

(First)

(Street)

(Middle)

2. Issuer Name **and** Ticker or Trading Symbol

RADIAN GROUP INC [RDN]

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

RADIAN GROUP INC., 1601 MARKET STREET 06/09/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

**OMB APPROVAL** 

Estimated average

burden hours per

Number:

Expires:

response...

3235-0287

January 31,

2005

0.5

(Check all applicable)

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

President of Radian Guaranty

6. Individual or Joint/Group Filing(Check

Applicable Line)
\_X\_ Form filed by One Reporting Person
\_\_\_ Form filed by More than One Reporting

Person

#### PHILADELPHIA, PA 19103

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative S	ecurit	ies Acqui	red, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securitie omr Disposed (Instr. 3, 4	d of (È	))	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)
Common Stock	06/09/2014		M	522,300 (1)	A	\$0	637,275	D	
Common Stock	06/09/2014		D	522,300	D	\$ 15.24	114,975	D	

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	2.	3. Transaction Date	3A. Deemed	4. 5. Number of		6. Date Exercisable and		7. Title and Amor	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date		Underlying Secur	
Security	or Exercise		any	Code Securities		(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or				
					(Instr. 3, 4, and				
					5)				
						Date	Expiration	Title	An Nu
				Code V	(A) (D)	Exercisable	Date	1100	Sha
Restricted					522 300			Common	52
Stock Unit (cash-settled)	\$ 0	06/09/2014		M	(1)	06/09/2014	06/09/2014	Stock	32
	Derivative Security (Instr. 3)	Derivative Security or Exercise Price of Derivative Security  Restricted Stock Unit \$0	Derivative Security or Exercise (Instr. 3) Price of Derivative Security  Restricted Stock Unit \$ 0 06/09/2014	Derivative Security or Exercise Price of Derivative Security  Restricted Stock Unit \$ 0 06/09/2014  Conversion (Month/Day/Year) Execution Date, if any (Month/Day/Year)  Restricted Stock Unit \$ 0 06/09/2014	Derivative Security or Exercise (Instr. 3) Price of Derivative Security  Restricted Stock Unit \$ 0 06/09/2014  Conversion (Month/Day/Year) Execution Date, if any Code (Month/Day/Year) (Instr. 8)  Code V  Restricted Month/Day/Year) Code V	Derivative Security or Exercise (Instr. 3) Price of Derivative Security Security or Exercise (Instr. 3) Price of Derivative Security Secur	Derivative Security or Exercise (Instr. 3) Price of Derivative Security  (Instr. 3) Price of Derivative Security  (Instr. 3) Price of Derivative Security  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  (Instr. 3, 4, and 5)  Date Exercisable  Restricted Stock Unit \$ 0 06/09/2014	Derivative Security or Exercise (Instr. 3) Price of Derivative Security  (Instr. 3) Price of Derivative Security  (Instr. 3) Price of Derivative Security  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  (Instr. 3, 4, and 5)  Date Expiration Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  (Instr. 3, 4, and 5)  (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  (Instr. 3, 4, and 5)  (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 8)  (Instr. 8) Acquired (A) or Disposed of (D)	Derivative Security or Exercise Security or Exercise (Instr. 3)  Price of Derivative Security  Security  (Month/Day/Year)  Derivative Security  Price of Derivative Security  Security  Security  Price of Derivative Security  Security  TransactionDerivative Code Securities (Month/Day/Year)  (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Code V (A) (D)  Date Expiration Date  Title  Restricted  Stock Unit  \$ 0 06/09/2014  \$ 0 06/09/2014  A 522,300 (1) 06/09/2014 06/09/2014  Common Stock

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Bryce Bazemore Teresa RADIAN GROUP INC. 1601 MARKET STREET PHILADELPHIA, PA 19103

President of Radian Guaranty

### **Signatures**

Edward J. Hoffman /s/, Edward J. Hoffman (POA)
Atty-in-fact
06/10/2014

\*\*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).
- Represents the vesting and automatic cash settlement (at 200% of target) of performance-based Restricted Stock Units (cash-settled) granted June 9, 2011. Performance for this award was measured based on the Issuer's total stockholder return (TSR) compared to the median TSR of MGIC Investment Corporation and the companies listed on the NASDAQ 100 Financial Index..
- (2) 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.

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