Instruction 1(b).

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| OMB APPROVAL             |           |  |  |  |  |  |  |  |  |
|--------------------------|-----------|--|--|--|--|--|--|--|--|
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| hours per response.      | 0.5       |  |  |  |  |  |  |  |  |

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 n 30(h) of the F 1 Q / I

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| 1. Name and Address of Reporting Person* |             |          | 2. Issuer Name and Ticker or Trading Symbol<br>MGIC INVESTMENT CORP [ MTG ] | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable) |   |                       |  |  |  |
|--|-------------|----------|---|--|---|-----------------------|--|--|--|
| <u>CULVER CURT S</u>                     |             |          | [   | X  | Director  | 10% Owner             |  |  |  |
| (Last) (First)<br>MGIC PLAZA             |             |          |   |  | Officer (give title<br>below)                         | Other (specify below) |  |  |  |
|  |             | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br>03/01/2015              |  | below)  | 201011)               |  |  |  |
| 250 EAST KILB                            | OURN AVENUE |          |   |  |   |                       |  |  |  |
| (Street)                                 |             |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                    | 6. Indiv   | 6. Individual or Joint/Group Filing (Check Applicat   |                       |  |  |  |
| MILWAUKEE                                | WI          | 53202    |   | X  | Form filed by One Report<br>Form filed by More than C | 5                     |  |  |  |
| (City)                                   | (State)     | (Zip)    |   |  |   |                       |  |  |  |

## Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) 8. 4. Securities Acquired (A) or<br>Disposed Of (D) (Instr. 3, 4 and<br>Code (Instr.<br>8) |  |      | 5. Amount of<br>Securities<br>Beneficially Owned<br>Following Reported<br>Transaction(s) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership |       |                           |   |   |
|---------------------------------|---|--|------|--|---|---|-------|---------------------------|---|---|
|                                 |   |  | Code | v  | Amount  | (A) or<br>(D)                                       | Price | (Instr. 3 and 4)          |   | (Instr. 4)  |
| Common Stock                    |   |  |      |  |   |   |       | 1,735,367                 | D |   |
| Common Stock                    |   |  |      |  |   |   |       | 12,695.509 <sup>(1)</sup> | I | By<br>Issuer's<br>Profit<br>Sharing<br>and<br>Savings<br>Plan |

## Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

|   | (c.g., puts, cars, warants, opnors, convertible securites)            |  |   |                              |   |            |            |  |                    |  |                                  |   |  |  |  |
|---|---|--|---|------------------------------|---|------------|------------|--|--------------------|--|----------------------------------|---|--|--|--|
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   | Derivative |            | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 3 and 4) |                                  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|   |   |  |   | Code                         | v | (A)        | (D)        | Date<br>Exercisable  | Expiration<br>Date | Title  | Amount or<br>Number of<br>Shares |   | Transaction(s)<br>(Instr. 4)   |  |  |
| Share<br>Units <sup>(2)</sup>                       | (3)   | 03/01/2015                                 |   | A                            |   |            | 9,949.1325 | 02/15/2016 <sup>(4)</sup>                                      | (5)                | Common<br>Stock  | 9,949.1325                       | \$0 <sup>(6)</sup>                                  | 9,949.1325   | D  |  |

Explanation of Responses:

1. Balance as of December 31, 2014.

2. The reporting person participates in the MGIC Investment Corporation Deferred Compensation Plan for Non-Employee Directors under which units corresponding to shares of common stock of the Issuer ("Share

Units") are awarded to the reporting person

3. These Share Units do not have a specified dollar-denominated exercise or conversion price. (Their value is based, on a one-for-one basis, on the price of the Issuer's common stock on the New York Stock Exchange.)

4. These Share Units awarded in this transaction vest immediately and are settled in cash on February 15, 2016.

5. These Share Units do not expire on a fixed date.

6. These Share Unites were awarded to the reporting person under the Issuer's Deferred Compensation Plan for Non-Employee Directors and no price was paid by the reporting person for the Share Units.

Remarks:

This Form 4 is being signed by the reporting person's attorney-in-fact pursuant to a previously filed power of attorney.

## Martha Tsuchihashi, Attorney-in-03/02/2015 **Fact**

\*\* Signature of Reporting Person Date

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

\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.