

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person * <u>LANE JEFFREY H</u> (Last) (First) (Middle) MGIC PLAZA 250 EAST KILBOURN AVENUE (Street) MILWAUKEE WI 53202 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MGIC INVESTMENT CORP [MTG]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Senior Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/28/2004</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	01/28/2004		A		10,800 ⁽¹⁾	A	(2)	39,252	D	
Common Stock	01/28/2004		A		996 ⁽³⁾	A	(2)	40,248	D	
Common Stock	01/28/2004		A		1,494 ⁽⁴⁾	A	(2)	41,742	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Employee Stock Options (Right to Buy)	\$36.4375							(5)	01/22/2007	Common Stock	53,472	53,472	D	
Employee Stock Options (Right to Buy)	\$46.0625							(6)	05/05/2009	Common Stock	20,000	20,000	D	
Employee Stock Options (Right to Buy)	\$45.375							(7)	01/26/2010	Common Stock	37,500	37,500	D	
Employee Stock Options (Right to Buy)	\$57.88							(8)	01/24/2011	Common Stock	25,000	25,000	D	
Employee Stock Options (Right to Buy)	\$63.8							(9)	01/23/2012	Common Stock	40,000	40,000	D	
Employee Stock Options (Right to Buy)	\$43.7							(10)	01/22/2013	Common Stock	27,000	27,000	D	
Employee Stock Options (Right to Buy)	\$68.2	01/28/2004		A		27,000		(11)	01/28/2014	Common Stock	27,000	(12)	27,000	D

Explanation of Responses:

1. These shares were awarded to the reporting person pursuant to the Issuer's 2002 Stock Incentive Plan, are subject to certain restrictions, and may not be sold or transferred prior to the lapse of such restrictions. The restrictions on these shares lapse on January 28 of each of the five years beginning in 2005 at rates based on certain performance standards.

2. These shares were awarded to the reporting person pursuant to the Issuer's 2002 Stock Incentive Plan and no consideration was paid by the reporting person for the shares.
3. These shares were awarded to the reporting person pursuant to the Issuer's 2002 Stock Incentive Plan, are subject to certain restrictions, and may not be sold or transferred prior to January 28, 2005.
4. These shares were awarded to the reporting person pursuant to the Issuer's 2002 Stock Incentive Plan, are subject to certain restrictions, and may not be sold or transferred prior to January 28, 2007.
5. All of these options are vested and exercisable in full.
6. One-fifth of these options vest on May 5 of each of the five years beginning in 2000.
7. Vesting of these options occurs on January 26 of each of the five years beginning in 2001, at a rate equal to the percent by which the Issuer's earnings per share for the prior fiscal year was of \$31.21, subject to at least a 10% increase in the Issuer's earnings per share from the prior fiscal year, and with any portion of the option which has not been vested at January 26, 2005 becoming vested on January 26, 2009.
8. One-fifth of these options vest on January 24 of each of the five years beginning in 2002.
9. One-fifth of these options vest on January 23 of each of the five years beginning in 2003.
10. One-fifth of these options vest on January 22 of each of the five years beginning in 2004.
11. One-fifth of these options vest on January 28 of each of the five years beginning in 2005.
12. These options were awarded to the reporting person pursuant to the Issuer's 2002 Stock Incentive Plan and no consideration was paid by the reporting person for the options.

Remarks:

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

Dan D. Stilwell, Attorney-in-
fact 01/28/2004

** 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.