

MGIC INVESTMENT CORP
Form 3/A
March 14, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â SINKS PATRICK		(Month/Day/Year)	MGIC INVESTMENT CORP [MTG]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
			(Check all applicable)	01/30/2004
250 EAST KILBOURN AVENUE			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(Street)			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
MILWAUKEE, Â WI Â 53202			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)	Executive Vice President	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	36,530 ⁽¹⁾ ⁽²⁾ ⁽³⁾ ⁽⁴⁾ ⁽⁵⁾ <u>(6)</u> <u>(7)</u>	D	Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SINKS PATRICK 250 EAST KILBOURN AVENUE MILWAUKEE, WI 53202	Ã	Ã	Ã Executive Vice President	Ã

Signatures

Dan D. Stilwell,
Attorney-in-Fact

03/14/2005

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) This amended Form 3 is being filed to correct the number of shares beneficially and directly owned by the reporting person as of the date of the original Form 3 filing. Pursuant to Instruction 8(b) to Form 3, only the line of the original Form 3 requiring correction or amendment is being restated on this amended Form 4.

(2) All Form 4s filed by the reporting person subsequent to the filing of the Form 3 amended hereby overstated the number of shares beneficially owned by the reporting person.

(3) Balance as of January 29, 2004.

(4) These shares include various shares awarded to the reporting person pursuant to the Issuer's 1991 Stock Incentive Plan, of which: (a) 136 shares are subject to restrictions and may not be sold or transferred prior to March 2, 2004; (b) 278 shares are subject to restrictions and may not be sold or transferred prior to March 1, 2006; and (c) 1,635 shares may not be sold or transferred prior to January 23, 2005.

(5) These shares also include various shares awarded to the reporting person pursuant to the Issuer's 2002 Stock Incentive Plan, of which: (a) 1,782 shares may not be sold or transferred prior to January 22, 2006; (b) 1,098 shares may not be sold or transferred prior to January 28, 2005; and (c) 1,647 shares may not be sold or transferred prior to January 28, 2007.

(6) These shares also include various shares awarded to the reporting person pursuant to the Issuer's 2002 Stock Incentive Plan, of which 6,912 shares are subject to certain restrictions and may not be sold or transferred prior to the date on which such restrictions lapse. Such restrictions on these 6,912 shares lapse on January 22 of each of the five years beginning in 2004 (each, an "Anniversary") at a rate equal to (i) 6,912, multiplied by (ii) the Issuer's diluted earnings per share for the year prior to such Anniversary (excluding realized gains and losses), divided by (iii) 34.92.

(7) These shares also include various shares awarded to the reporting person pursuant to the Issuer's 2002 Stock Incentive Plan, of which 16,000 shares are subject to certain restrictions and may not be sold or transferred prior to the date on which such restrictions lapse. Such restrictions on these 16,000 shares lapse on January 28 of each of the five years beginning in 2005 (each, an "Anniversary") at a rate equal to (i) 16,000, multiplied by (ii) the Issuer's diluted earnings per share for the year prior to such Anniversary (excluding realized gains and losses), divided by (iii) 27.52.

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Remarks:

The reporting person serves as Executive Vice President - Field Operations of the Issuer's principal

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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