

RADIAN GROUP INC
Form 4
February 27, 2009

FORM 4

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

OMB APPROVAL

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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 *
NICHOLSON JAN

(Last) (First) (Middle)

RADIAN GROUP INC., 1601
MARKET STREET

(Street)

PHILADELPHIA, PA 19103

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
RADIAN GROUP INC [RDN]

3. Date of Earliest Transaction
(Month/Day/Year)
02/25/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4)
Common stock	02/25/2009		X	(A) or (D) A	1,692.912 (4) \$ 0 3,692.912	D	Indirect Beneficial Ownership (Instr. 4)
Common stock	02/25/2009		J	(A) or (D) D	1,692.612 (4) (5) \$ 2.04 2,000	D	Indirect Beneficial Ownership (Instr. 4)

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 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 Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
phantom stock unit	\$ 0 ⁽¹⁾					08/07/2015	08/07/2015	common stock
Phantom Stock Unit	\$ 0 ⁽¹⁾					02/05/2017	02/05/2017	common stock
divident equivalent rights	\$ 0 ⁽¹⁾					12/26/2017 ⁽²⁾	12/26/2017 ⁽²⁾	common stock
phantom stock unit	\$ 0 ⁽¹⁾					02/07/2016	02/07/2016	common stock
phantom stock unit	\$ 0 ⁽¹⁾					02/08/2015	02/08/2015	common stock
phantom stock unit	\$ 0 ⁽¹⁾					02/10/2014	02/10/2014	common stock
Phantom Arrangement under Deferred Comp Plan	\$ 0	02/25/2009		X	1,692,612 ⁽⁴⁾	02/02/2009	02/02/2009	common stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NICHOLSON JAN RADIAN GROUP INC. 1601 MARKET STREET PHILADELPHIA, PA 19103		X		

Signatures

/s/ C. Robert Quint, C. Robert Quint -Power of Attorney

02/27/2009

**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) 1-for-1

Dividend equivalents accrued on unvested Phantom Stock Units. 22.3537 dividend equivalents were accrued for this period. Dividend

(2) equivalents reported herein are related to various Phantom Stock Units outstanding. dividend equivalent rights accrued on phantom stock units and become exercisable proportionately with the options to which they relate.

(3) N/A

(4) This arrangement is related to the investment return on deferred compensation linked to the change in common stock value. The settlement is always in cash, as no shares have been allocated for the underlying funds.

(5) Funds were dispursed to reporting person pursuant to applicable distribution election made under the Deferred Compensation Plan. No shares were bought or sold, as this is purely a phantom investment tied to return on Radian common stock

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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