RADIAN GROUP INC

Form 4/A

December 28, 2005

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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OMB APPROVAL

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Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **HOPKINS STEVE**

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

RADIAN GROUP INC [RDN]

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

below)

Person

(Middle)

3. Date of Earliest Transaction

(Last)

(First)

(Month/Day/Year)

X_ Director Officer (give title

10% Owner Other (specify

1601 MARKET STREET

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

(Instr. 8)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

12/23/2005

12/21/2005

PHILADELPHIA, PA 19103

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

1.Title of Security

(Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

(Zip)

4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership

(Instr. 4)

Following Reported

(A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

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

SEC 1474 (9-02)

(Instr. 4)

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number.

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

1. Title of Derivative Conversion Security or Exercise (Instr. 3) Price of

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

4. 5. Number of **Transaction**Derivative Code Securities (Instr. 8) Acquired (A)

6. Date Exercisable and Expiration 7. Title and Amo (Month/Day/Year)

of Underlying Securities (Instr. 3 and 4)

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	Derivative Security				or Dispos (D) (Instr. 3, 4 and 5)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nu of S
dividend equivalent rights (3)	\$ 0 (2)	12/21/2005	A		2.5595 (4)		02/08/2015(3)	02/08/2015(3)	common stock	2.5
phantom stock unit	\$ 0 (2)						02/08/2015	02/08/2015	common stock	2,
phantom stock unit	\$ 0 (2)						02/10/2014	02/10/2014	common stock	2,
stock option	\$ 35.79						01/30/2004	01/30/2013	common stock	2,
phantom Stock Unit	\$ 0 (2)						01/30/2003	01/30/2013	common stock	8
stock option	\$ 21.0313						01/18/2001	01/18/2010	common stock	2,
Phantom Stock Unit	\$ 0 (2)						12/17/2009	12/17/2009	common stock	8
Phantom Stock Unit	\$ 0 (2)						12/05/2010	12/05/2010	common stock	8
stock option	\$ 27.1875						01/22/2002	01/22/2011	common stock	2,
stock option	\$ 35.81						11/06/2002	11/06/2011	common stock	2,
Phantom Stock Unit	\$ 0 (2)						11/06/2011	11/06/2011	common stock	8

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
HOPKINS STEVE 1601 MARKET STREET PHILADELPHIA, PA 19103	X						

Signatures

Howard S. Yaruss (POA) Atty-in-fact 12/28/2005

**Signature of Reporting Person Date

Reporting Owners 2

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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) n/a
- (2) 1-for-1
- (3) dividend equivalent rights accrued on phantom stock units and become exercisable proportionately with the options to which they relate.
- (4) dividend equivalent calculation amended (error = 0.2703 of a shares)

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.