

McMahon Brien  
Form 3  
November 22, 2017

**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 <b>and</b> Ticker or Trading Symbol	
Â McMahon Brien		(Month/Day/Year)	RADIAN GROUP INC [RDN]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		11/15/2017		
RADIAN GROUP,Â 1500 MARKET ST., WEST TOWER			(Check all applicable)	
	(Street)		<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			EVP & Chief Franchise Officer	
PHILADELPHIA,Â PAÂ 19102			6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)	<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 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	9,864	D	Â
Common stock	18,483	I	401K Stock Fund

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

SEC 1473 (7-02)

**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 control number.**

**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	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock Option - Performance Award	06/05/2015	06/05/2022	Common stock	50,920	\$ 2.45	D	Â
Stock Option - Performance Award	05/14/2016	05/13/2023	Common stock	9,140	\$ 13.99	D	Â
Stock Option - Performance Award	06/17/2017 <sup>(2)</sup>	06/16/2024	Common stock	8,210	\$ 15.44	D	Â
Stock Option - Performance Award	07/09/2018 <sup>(2)</sup>	07/08/2025	Common stock	6,110	\$ 18.42	D	Â
Stock Option - Performance Award	05/11/2019 <sup>(2)</sup>	05/10/2026	Common stock	10,310	\$ 12.16	D	Â
Restricted Stock Units - Performance Award	07/09/2018 <sup>(3)</sup>	Â <sup>(1)</sup>	Common stock	15,240 <sup>(4)</sup>	\$ 0	D	Â
Restricted Stock Units - Performance Award	05/11/2019 <sup>(3)</sup>	Â <sup>(1)</sup>	Common stock	25,210 <sup>(4)</sup>	\$ 0	D	Â
Restricted Stock Units - Performance Award	05/10/2020 <sup>(3)</sup>	Â <sup>(1)</sup>	Common stock	17,300 <sup>(4)</sup>	\$ 0	D	Â
Restricted Stock Units - Time Vested Award	05/10/2018 <sup>(5)</sup>	Â <sup>(1)</sup>	Common stock	8,030	\$ 0	D	Â
Restricted Stock Units - Time Vested Award	02/24/2019	Â <sup>(1)</sup>	Common stock	10,000	\$ 0	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McMahon Brien RADIAN GROUP 1500 MARKET ST., WEST TOWER PHILADELPHIA, PA 19102	Â	Â	Â EVP & Chief Franchise Officer	Â

## Signatures

Edward J. Hoffman /s/, Edward J. Hoffman, (POA)  
Atty-in-fact

11/22/2017

\*\*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) N/A

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- In each case, options scheduled to vest in two equal installments on each of the third and fourth anniversaries of the applicable date of
- (2) grant, provided that the options will vest only if the closing price of the Company's common stock meets the applicable stock price hurdle for ten consecutive days ending on or after the third anniversary of the applicable date of grant.
  - (3) Award subject to a one year post vest hold.
- Performance-based RSUs are scheduled to vest on the applicable date exercisable. In each case, the performance-based RSUs have a
- (4) potential payout ranging from 0% to 200% of the RSUs scheduled to vest, subject to a maximum cap of six times the value of the award on the grant date.
  - (5) Award vests proportionately on the first, second and third anniversary of grant.

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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