

Mattke Timothy J.  
Form 3  
May 29, 2009

**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 Mattke Timothy J.		(Month/Day/Year)	MGIC INVESTMENT CORP [MTG]	
(Last)	(First)	(Middle)	05/29/2009	
MGIC PLAZA,Â 250 EAST KILBOURN AVENUE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
MILWAUKEE,Â WIÂ 53202			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			VP - CAO and Controller	
			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 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	3,346 <sup>(1)</sup>	D	Â
Common Stock	954.9614	I	By Issuer's Profit Sharing and Savings Plan

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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	(Instr. 4)	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I)
		Title			

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mattke Timothy J. MGIC PLAZA 250 EAST KILBOURN AVENUE MILWAUKEE, WI 53202	Â	Â	Â VP - CAO and Controller	Â

## Signatures

Dan D. Stilwell                      05/29/2009  
 \_\_Signature of                      Date  
 Reporting Person

## 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) These securities consist of the following shares of common stock of the issuer held by the reporting person: (a) 386 unrestricted shares, (b) 360 restricted shares for which the restrictions on one-third of such shares lapse on January 24 of each of the three years beginning in 2010, subject to the reporting person's continued employment with the issuer; (c) 800 restricted shares for which the restrictions on one-half of such shares lapse on February 10 of each of the two years beginning in 2010, subject to the reporting person's continued employment with the issuer; and (d) 1,800 restricted share units for which the restrictions on one-third of such share units lapse on February 10 of each of the three years beginning in 2010, subject to the reporting person's continued employment with the issuer.

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**Remarks:**  
 ThisÂ formÂ isÂ signedÂ byÂ theÂ reportingÂ person'sÂ attorney-in-factÂ pursuantÂ toÂ theÂ powerÂ ofÂ attorneyÂ filed

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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