#### RADIAN GROUP INC

Form 4

August 11, 2008

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

3235-0287 Number:

**OMB APPROVAL** 

January 31, Expires: 2005

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response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

Form 5 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

(Print or Type Responses)

1(b).

(Last)

(City)

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

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Middle)

RADIAN GROUP INC [RDN]

X\_ Director

10% Owner

1601 MARKET STREET

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

08/07/2008

Officer (give title below)

Other (specify

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Filed(Month/Day/Year)

PHILADELPHIA, PA 19103

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

Person

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

(Zip)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

(9-02)

Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Amo 4. Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date** Underlying Secu Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A)

## Edgar Filing: RADIAN GROUP INC - Form 4

|  | Derivative<br>Security |            |      |   | or Dispo<br>(D)<br>(Instr. 3,<br>and 5) |     |                  |                    |                 |              |
|--|------------------------|------------|------|---|---|-----|------------------|--------------------|-----------------|--------------|
|  |                        |            | Code | V | (A)                                     | (D) | Date Exercisable | Expiration<br>Date | Title           | A<br>N<br>Sl |
| Phantom<br>Stock Unit                        | \$ 0 (2)               | 08/07/2008 | A    |   | 46,370<br>(6)                           | 1   | 08/07/2015       | 08/07/2015         | common<br>stock |              |
| Phantom<br>Stock Unit                        | \$ 0 (2)               |            |      |   |   |     | 02/05/2017       | 02/05/2017         | common stock    |              |
| phantom<br>stock unit                        | \$ 0 (2)               |            |      |   |   |     | 02/07/2016       | 02/07/2016         | common<br>stock |              |
| dividend<br>equivalent<br>rights             | \$ 0 (2)               |            |      |   |   |     | 06/20/2016       | 06/20/2016         | common<br>stock |              |
| phantom<br>stock unit                        | \$ 0 (2)               |            |      |   |   |     | 02/08/2015       | 02/08/2015         | common<br>stock |              |
| phantom<br>stock unit                        | \$ 0 (2)               |            |      |   |   |     | 02/10/2014       | 02/10/2014         | common<br>stock |              |
| stock option                                 | \$ 35.79               |            |      |   |   |     | 01/30/2004       | 01/30/2013         | common stock    |              |
| phantom<br>Stock Unit                        | \$ 0 (2)               |            |      |   |   |     | 01/30/2013(4)    | 01/30/2013         | common<br>stock |              |
| stock option                                 | \$ 21.0313             |            |      |   |   |     | 01/18/2001       | 01/18/2010         | common<br>stock |              |
| Phantom<br>Stock Unit                        | \$ 0 (2)               |            |      |   |   |     | 12/17/2009       | 12/17/2009         | common<br>stock |              |
| Phantom<br>Stock Unit                        | \$ 0 (2)               |            |      |   |   |     | 12/05/2010       | 12/05/2010         | common<br>stock |              |
| stock option                                 | \$ 27.1875             |            |      |   |   |     | 01/22/2002       | 01/22/2011         | common<br>stock |              |
| stock option                                 | \$ 35.81               |            |      |   |   |     | 11/06/2002       | 11/06/2011         | common<br>stock |              |
| Phantom<br>Stock Unit                        | \$ 0 (2)               |            |      |   |   |     | 11/06/2011       | 11/06/2011         | common stock    |              |
| Phantom Arrangement under Deferred Comp Plan | \$ 0                   |            |      |   |   |     | 02/01/2009       | 02/01/2009         | Common<br>stock | 1            |

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HOPKINS STEVE 1601 MARKET STREET X PHILADELPHIA, PA 19103

### **Signatures**

/s/ C. Robert Quint, C. Robert Quint (POA)
Atty-in-fact

08/11/2008

\*\*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) n/a
- (2) 1-for-1

Dividend equivalents accrued on unvested Phantom Stock Units. 31.274 dividend equivalents were accrued for this period. Dividend

- (3) 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.
- (4) Amended to reflect vesting
- (5) 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.
- (6) Represents Annual Director Phantom Stock Unit Award

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.

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