

RICHARDS ROBERT
Form 4
December 24, 2009

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
RICHARDS ROBERT

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/23/2009

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

1601 MARKET STREET

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

PHILADELPHIA, PA 19103

(City) (State) (Zip)

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				(A) or (D) Price	4,150	D	

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

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SEC 1474 (9-02)

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

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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 Amount of Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
restricted stock unit	<u>(5)</u>							<u>(4)</u>	<u>(4)</u>	common stock	42,000
Phantom Stock Unit	\$ 0 <u>(1)</u>							08/07/2015	08/07/2015	common stock	46,000
Phantom Stock Unit	\$ 0 <u>(1)</u>							02/05/2017	02/05/2017	common stock	1,000
phantom stock unit	\$ 0 <u>(1)</u>							02/07/2016	02/07/2016	common stock	2,000
dividend equivalent rights <u>(2)</u>	\$ 0 <u>(2)</u>	12/23/2009		A		20.7392		12/23/2018	12/23/2018 ⁽²⁾	common stock	20,739.2
phantom stock unit	\$ 0 <u>(1)</u>							02/08/2015	02/08/2015	common stock	2,000
phantom stock unit	\$ 0 <u>(1)</u>							02/10/2014	02/10/2014	common stock	2,000
stock option	\$ 20.3125							01/19/2001	01/19/2009	common stock	2,400
Phantom Stock Unit	\$ 0 <u>(1)</u>							04/13/2009	04/13/2009	common stock	800
Phantom Stock Unit	\$ 0 <u>(1)</u>							12/17/2009	12/17/2009	common stock	800
stock option	\$ 21.0313							01/18/2001	01/18/2010	common stock	2,400
Phantom Stock Unit	\$ 0 <u>(1)</u>							12/05/2010	12/05/2010	common stock	800
stock option	\$ 27.1875							01/22/2002	01/22/2011	common stock	2,400
stock option	\$ 35.81							11/06/2002	11/06/2011	common stock	2,400
Phantom Stock Unit	\$ 0 <u>(1)</u>							11/06/2011	11/06/2011	common stock	800
stock option	\$ 35.79							01/30/2004	01/30/2013	common stock	2,400
	\$ 0 <u>(1)</u>							01/30/2013	01/30/2013		800

Phantom
Stock Unitcommon
stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RICHARDS ROBERT 1601 MARKET STREET PHILADELPHIA, PA 19103		X		

Signatures

C. Robert Quint/s/, C. Robert Quint (POA) Atty-in-fact	12/24/2009
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**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
- (2) Dividend equivalents accrued on unvested Phantom Stock Units. Dividend equivalent rights accrued on phantom stock units and become exercisable proportionately with the options to which they relate.
- (3) Not Applicable
- (4) RSU's are paid in cash at the time of retirement from the board of directors
- (5) Each RSU represents a contingent right to receive a cash settlement equal to the value of one share of common stock for each share of restricted stock

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.