JENNINGS JAMES

Form 4 June 04, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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 * JENNINGS JAMES

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

RADIAN GROUP INC [RDN]

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

(Zip)

3. Date of Earliest Transaction

(Check all applicable)

1601 MARKET STREET

(Month/Day/Year)

Filed(Month/Day/Year)

below)

10% Owner Officer (give title Other (specify

06/03/2010

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

X_ Director

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting Person

PHILADELPHIA, PA 19103

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Indirect (I) Owned Ownership Following (Instr. 4) (Instr. 4)

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

Common stock

18,200 D

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

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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)	Code	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and An Underlying Se (Instr. 3 and 4)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title A
restricted stock unit	\$ 0						<u>(4)</u>	<u>(4)</u>	common stock
restricted stock unit	<u>(3)</u>						<u>(4)</u>	<u>(4)</u>	common stock
Phantom Stock unit	\$ 0 (1)						08/07/2015	08/07/2015	common stock
Phantom Stock Unit	\$ 0 (1)						02/05/2017	02/05/2017	common stock
phantom stock unit	\$ 0 (1)						02/07/2016	02/07/2016	common stock
dividend equivalent rights (2)	\$ 0 (1)	06/03/2010		A	14.4166		03/04/2019(1)	03/04/2019(1)	common stock
phantom stock unit	\$ 0 (1)						02/08/2015	02/08/2015	common stock
phantom stock unit	\$ 0 (1)						02/10/2014	02/10/2014	common stock
stock option	\$ 20.3125						01/19/2001	01/19/2009	common stock
Phantom Stock Unit	\$ 0 (1)						04/13/2009	04/13/2009	common stock
Phantom Stock Unit	\$ 0 (1)						12/17/2009	12/17/2009	common stock
stock option	\$ 21.0313						01/18/2001	01/18/2010	common stock
Phantom Stock Unit	\$ 0 (1)						12/05/2010	12/05/2010	common stock
stock option	\$ 27.1875						01/22/2002	01/22/2011	common stock
stock option	\$ 35.81						11/06/2002	11/06/2011	common stock
Phantom Stock Unit	\$ 0 (1)						11/06/2011	11/06/2011	common stock
	\$ 35.79						01/30/2004	01/30/2013	

stock common option stock

Phantom Stock Unit $\$ 0 \stackrel{(1)}{=} \$ 0 \stackrel{(1)}$

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

JENNINGS JAMES
1601 MARKET STREET X

PHILADELPHIA, PA 19103

Signatures

C. Robert Quint /s/, C. Robert Quint (POA)
Atty-in-fact
06/04/2010

**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) not applicable to the transaction
- (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) Each RSU represents a contingent right to receive a cash settlement equal to the value of one share of common stock for each restricted stock unit
- (4) RSU's are paid in cash at the time of retirement from the board of directors

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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