RADIAN GROUP INC

Form 4 May 15, 2014

FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or Form 5

obligations

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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **NICHOLSON JAN**

(First) (Last)

(Middle)

RADIAN GROUP INC., 1601 MARKET STREET

(Street)

2. Issuer Name and Ticker or Trading Symbol

RADIAN GROUP INC [RDN]

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

05/14/2014

4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

PHILADELPHIA, PA 19103

(City) (State) (Zip)

(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed

Execution Date, if

(Month/Day/Year)

Code

TransactionAcquired (A) or (Instr. 8)

Code V Amount (D) Price

4. Securities

Disposed of (D) (Instr. 3, 4 and 5)

(A)

or

Owned

Securities Beneficially Following Reported

5. Amount of

Form: Direct (D) or Indirect Beneficial (I) (Instr. 4)

6. Ownership

Indirect Ownership (Instr. 4)

7. Nature of

Transaction(s) (Instr. 3 and 4)

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

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SEC 1474 (9-02)

number.

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

1. Title of Derivative Security

1. Title of

Security

(Instr. 3)

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

Code

5. Number Transaction of Derivative Expiration Date Securities

6. Date Exercisable and

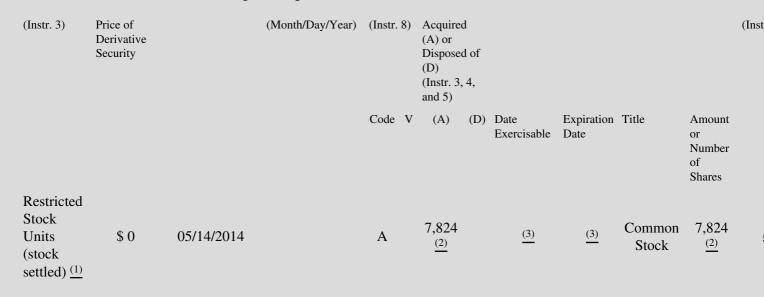
(Month/Day/Year)

7. Title and Amount of 8. Pr **Underlying Securities** (Instr. 3 and 4)

Deri

Secu

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Reporting Owners

Reporting Owner Name / Address	Relationships			
•	Director	10% Owner	Officer	Other
NICHOLSON JAN RADIAN GROUP INC. 1601 MARKET STREET PHILADELPHIA, PA 19103	X			

Signatures

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

**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) Award represents an annual equity award to non-emplyoee directors.
- (2) Each RSU represents a contingent right to receive one share of common stock.
- (3) Each RSU vests on the third anniversary of the grant date, or earlier upon the reporting person's retirement, death or disability. Following vesting, conversion of the RSUs into common stock will occur upon the reporting person's departure from the board of directors.
- (4) Not applicable to this transaction.

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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