RADIAN GROUP INC

Form 4 March 03, 2015

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 may continue. See Instruction

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(b).

(Last)

(City)

1. Name and Address of Reporting Person * Ibrahim Sanford A

> (First) (Middle)

RADIAN GROUP INC., 1601 **MARKET ST**

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

RADIAN GROUP INC [RDN]

3. Date of Earliest Transaction (Month/Day/Year) 03/03/2015

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

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

(Check all applicable)

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

Chief Executive Officer

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) Tal	ble I - Non	-Derivative	Secur	ities Acquir	ed, Disposed of,	or Beneficial	ly 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 tiorDisposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	ecurities Ownership eneficially Form: Owned Direct (D)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock	03/03/2015		M	150,000 (1)	A	\$ 2.48	330,394	D	
Common Stock	03/03/2015		S	150,000 (1)	D	\$ 16.2484	180,394	D	
Common Stock							500,000 (2)	I	By Trust (for the benefit of Reporting

Person's family member)

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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)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisab	le and	7. Title and A
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orDerivative	Expiration Date		Underlying S
Security	or Exercise		any	Code	Securities	(Month/Day/Year	r)	(Instr. 3 and 4
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or			
	Derivative				Disposed of (D)			
	Security				(Instr. 3, 4, and			
					5)			
					(1) (D)	Date Exercisable	Expiration Date	Title
				Code V	(A) (D)			
Non-qualified Stock Option	\$ 2.48	03/03/2015		M	150,000	08/07/2012(3)	08/07/2015	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
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X

Director 10% Owner Officer Other

Ibrahim Sanford A
RADIAN GROUP INC.
1601 MARKET ST

Chief Executive Officer

PHILADELPHIA, PA 19103

Signatures

Edward J. Hoffman /s/, Edward J. Hoffman as Power of Attorney

03/03/2015

**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) This reflects a disposition of shares acquired pursuant to the exercise of Non-Qualified Stock Options that were scheduled to expire on August 7, 2015.
- (2) Represents shares held in a trust for the benefit of a member of the Reporting Person's family. The Reporting Person retains voting and investment control over the gifted shares and therefore, the 500,000 shares remain beneficially owned by the Reporting Person.
- (3) Non-Qualified Stock Options vested 50% on 08/07/2011 and 50% on 08/07/2012.
- (4) Not Applicable.

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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