

RADIAN GROUP INC
Form 4
May 10, 2010

FORM 4

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

OMB APPROVAL

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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 *
QUINT C ROBERT

(Last) (First) (Middle)

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

(Street)

PHILADELPHIA, PA 19103

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/10/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive VP and CFO

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

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 | 05/08/2010 | | F | (A) or (D) Amount 2,960 (1) Price \$ 9.4 | 86,067 | D | |
| Common Stock | | | | | 19,468 | I | By 401K Stock Fund |

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

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SEC 1474
(9-02)

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

| 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 Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Appreciation Right | \$ 2.68 | | | | | 05/13/2012 | 05/13/2014 | common stock | 77,500 |
| stock option | \$ 2.48 | | | | | 08/07/2011 | 08/07/2015 | common stock | 30,200 |
| stock option | \$ 56.03 | | | | | 02/07/2007 | 02/07/2013 | common stock | 15,300 |
| Dividend Equivalent | \$ 0 | | | | | 01/01/2007 | 01/15/2007 | Common Stock | 0 |
| Phantom Stock Unit | \$ 0 | | | | | 01/01/2007 | 01/15/2007 | Common Stock | 10,000 |
| stock option | \$ 48.39 | | | | | 02/08/2006 | 02/08/2012 | common stock | 12,700 |
| stock option | \$ 45.95 | | | | | 02/10/2005 | 02/10/2014 | common stock | 20,000 |
| Stock Option | \$ 16.25 | | | | | 01/21/1999 | 01/21/2007 | Common Stock | 10,000 |
| Stock Option | \$ 26.4688 | | | | | 12/02/1999 | 12/02/2007 | Common Stock | 23,000 |
| Stock Option | \$ 20.3125 | | | | | 01/19/2001 | 01/19/2009 | Common Stock | 32,000 |
| Stock Option | \$ 21.0313 | | | | | 01/18/2002 | 01/18/2010 | Common Stock | 34,000 |
| Stock Option | \$ 27.1875 | | | | | 01/22/2002 | 01/22/2011 | Common Stock | 40,000 |
| Stock Option | \$ 35.81 | | | | | 11/06/2002 | 11/06/2011 | Common Stock | 29,970 |
| Stock Option | \$ 35.79 | | | | | 01/30/2004 | 01/30/2013 | Common | 30,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| QUINT C ROBERT RADIAN GROUP INC. 1601 MARKET STREET PHILADELPHIA, PA 19103 | | | Executive VP and CFO | |

Signatures

C. Robert Quint 05/10/2010
/s/

__Signature of Date
Reporting Person

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) Represents the total number of shares of common stock withheld by the Company to satisfy the tax liability resulting from a restricted stock vest on May 8, 2010 under the terms of our equity plan.

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.