RADIAN GROUP INC

Form 4

February 10, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number: January 31,

Expires: 2005 Estimated average

burden hours per response...

0.5

Check this box if no longer subject to Section 16. Form 4 or

Form 5 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)

MARKET STREET

1(b).

(Last)

1. Name and Address of Reporting Person * Bryce Bazemore Teresa

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

RADIAN GROUP INC [RDN]

3. Date of Earliest Transaction

(Month/Day/Year) 02/07/2014

(Check all applicable)

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

President of Radian Guaranty

(Street) 4. If Amendment, Date Original

(Middle)

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

PHILADELPHIA, PA 19103

(Ctota)

RADIAN GROUP INC., 1601

(City)	(State)	Table	e I - Non-D	Perivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially	6. Ownership Form: Direct	7. Nature of Indirect Beneficial	
((Month/Day/Year)	(Instr. 8)	(======================================	(A)	,	Owned Following Reported Transaction(s)	(D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock	02/07/2014		Code V M	Amount 67,250 (1)	or (D)	Price \$ 2.68	(Instr. 3 and 4) 182,225	D	
Common Stock	02/07/2014		D	67,250 (1)	D	\$ 15.46	114,975 <u>(2)</u>	D	

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

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.

Edgar Filing: RADIAN GROUP INC - Form 4

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 (D) (Instr. 3, 4, and 5)	Expiration Da (Month/Day/Y	*		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amor or Numl of Sh	
Stock Appreciation Right (cash settled)	\$ 2.68	02/07/2014		M	67,25 (1)	05/13/2012	05/13/2014	Common stock	67,2	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Bryce Bazemore Teresa RADIAN GROUP INC. 1601 MARKET STREET PHILADELPHIA, PA 19103

President of Radian Guaranty

Signatures

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

02/10/2014

**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) Represents the exercise of 67,250 of the 134,500 cash-settled Stock Appreciation Rights scheduled to expire May 13, 2014.
- (2) Includes 500 shares acquired through the Employee Stock Purchase Plan on June 30, 2013 and 259 shares acquired through the Employee Stock Purchase Plan on December 31, 2013.
- (3) 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.

Reporting Owners 2