

RADIAN GROUP INC

Form 4

September 22, 2008

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
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
JENNINGS JAMES

(Last) (First) (Middle)

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)
03/27/2008

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)

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 Indirect Beneficial Ownership (Instr. 4)
Common stock	09/01/2008		X	Amount (6) 8,570.16	(A) or (D) A \$ 0 (6)	26,770.16	D
Common stock	09/01/2008		J	Amount (6) 8,570.16	(A) or (D) D \$ 4.1 (7)	18,200	D

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. T Und (Ins
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Phantom Stock unit	\$ 0 <u>(2)</u>	08/07/2008		A	46,370 <u>(5)</u>	08/07/2015 08/07/2015	co s
Phantom Stock Unit	\$ 0 <u>(2)</u>					02/05/2017 02/05/2017	co s
phantom stock unit	\$ 0 <u>(2)</u>					02/07/2016 02/07/2016	co s
dividend equivalent rights <u>(3)</u>	\$ 0 <u>(2)</u>	03/27/2008		A	33.5152	09/18/2017 ⁽²⁾ 09/18/2017 ⁽²⁾	co s
dividend equivalent rights <u>(3)</u>	\$ 0 <u>(2)</u>	06/17/2008		A	83.6733	09/18/2017 ⁽²⁾ 09/18/2017 ⁽²⁾	co s
dividend equivalent rights <u>(3)</u>	\$ 0 <u>(2)</u>	09/19/2008		A	23.5437	09/18/2017 ⁽²⁾ 09/18/2017 ⁽²⁾	co s
phantom stock unit	\$ 0 <u>(2)</u>					02/08/2015 02/08/2015	co s
phantom stock unit	\$ 0 <u>(2)</u>					02/10/2014 02/10/2014	co s
stock option	\$ 20.3125					01/19/2001 01/19/2009	co s
Phantom Stock Unit	\$ 0 <u>(2)</u>					04/13/2009 04/13/2009	co s
Phantom Stock Unit	\$ 0 <u>(2)</u>					12/17/2009 12/17/2009	co s
stock option	\$ 21.0313					01/18/2001 01/18/2010	co s
Phantom Stock Unit	\$ 0 <u>(2)</u>					12/05/2010 12/05/2010	co s
stock option	\$ 27.1875					01/22/2002 01/22/2011	co s
stock option	\$ 35.81					11/06/2002 11/06/2011	co s

Phantom Stock Unit	\$ 0 ⁽²⁾					11/06/2011	11/06/2011	co s
stock option	\$ 35.79					01/30/2004	01/30/2013	co s
Phantom Stock Unit	\$ 0 ⁽²⁾					01/30/2013	01/30/2013	co s
Phantom Arrangement under Deferred Comp Plan ⁽⁶⁾	\$ 0	09/01/2008	X		8,570.16 ⁽⁶⁾	02/02/2009	02/02/2009	Co s

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JENNINGS JAMES 1601 MARKET STREET PHILADELPHIA, PA 19103	X			

Signatures

C. Robert Quint /s/, C. Robert Quint (POA)
Atty-in-fact 09/22/2008

 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) 1-for-1

(3) 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.

(4) not applicable

(5) Represents annual director Phantom stock unit award

(6) This arrangement is related to the investment return on deferred compensation linked to the change in common stock value. The settlement is always in cash, as no shares have been allocated for the underlying funds. The value of the account was allocated to a different investment under the deferred comp plan at the volition of the reporting person.

(7) closing price on September 1, 2008

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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