

RADIAN GROUP INC
Form 4
February 15, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

(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)
02/14/2017

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)
President of Radian Guaranty

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/14/2017 | | M | | 44,000 | A | \$ 10.42 |
| | | | | | 162,298 ⁽³⁾ | | D |
| Common Stock | 02/14/2017 | | S | | 44,000 ⁽¹⁾ | D | \$ 19.6409 |
| | | | | | 118,298 ⁽³⁾ | | D |
| Common stock | 02/14/2017 | | M | | 107,030 | A | \$ 3.58 |
| | | | | | 225,328 ⁽³⁾ | | D |
| Common stock | 02/14/2017 | | S | | 107,030 ⁽²⁾ | D | \$ 19.6039 |
| | | | | | 118,298 ⁽³⁾ | | D |

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

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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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Option | \$ 10.42 | 02/14/2017 | | M | 44,000 | 05/12/2013 05/12/2017 | Common Stock |
| Non-Qualified Stock Option | \$ 3.58 | 02/14/2017 | | M | 107,030 | 06/19/2014 06/09/2018 | Common Stock |

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) 02/15/2017
Atty-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) This reflects the disposition of shares acquired upon the exercise of non-qualified sock options that are scheduled to expire on May 12, 2017.
- (2) This reflects the disposition of shares acquired upon the exercise of non-qualified sock options that are scheduled to expire on June 9, 2018.
- (3) Includes 295 shares of common stock acquired on June 30, 2016 and 292 shares of common stock acquired on December 31, 2016, each through the Radian Group Inc. 2008 Employee Stock Purchase Plan.
- (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.

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