

RADIAN GROUP INC
Form 5/A
February 15, 2005

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
KAMARCK MARTIN

(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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2004

4. If Amendment, Date Original Filed (Month/Day/Year)
02/03/2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President of Enhance Financial

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
common stock	12/28/2004	À	S4	394 ⁽⁵⁾ D	\$ 52.93 0	I	These were shares held by the 401K stock fund.

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

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SEC 2270 (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)	8. Pr Deri Secu (Inst
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Dividend Equivalent Rights	\$ 0 ⁽¹⁾	03/24/2004	Â	A4	2 Â	Â ⁽²⁾ Â ⁽²⁾	Common Stock	2
Dividend Equivalent Rights	\$ 0 ⁽¹⁾	06/23/2004	Â	A4	1 Â	Â ⁽²⁾ Â ⁽²⁾	Common Stock	1
Dividend Equivalent Rights	\$ 0 ⁽¹⁾	09/22/2004	Â	A4	2 Â	Â ⁽²⁾ Â ⁽²⁾	Common Stock	2
Dividend Equivalent Rights	\$ 0 ⁽¹⁾	12/22/2004	Â	A4	1 Â	Â ⁽²⁾ Â ⁽²⁾	Common Stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KAMARCK MARTIN RADIAN GROUP INC. 1601 MARKET STREET PHILADELPHIA, PA 19103	Â X	Â	Â President of Enhance Financial	Â

Signatures

Howard S. Yaruss /s/ Howard S. Yaruss (power of attorney)

02/15/2005

**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) 1-for-1

(2) The dividend equivalent rights were credited on shares of phantom stock held by the reporting person and will be settled concurrently with the phantom stock.

(3) N/A

(4) This Form 5 reports a total of six additional shares acquired in 2004 as a result of dividend equivalents credited based on outstanding phantom stock units.

(5) These shares were previously acquired as part of routine acquisitions - March 21, 2004 company match made in the 401K stock fund. The exempt acquisition of routine purchases of shares was reported in an amendment to a Form 4 originally filed 6/30/04 and amended 2/3/05.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.