

RADIAN GROUP INC
Form 4/A
August 14, 2013

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)
08/14/2013

4. If Amendment, Date Original Filed(Month/Day/Year)
05/13/2013

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

President of Radian Guaranty

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or (D) Price | | |
| Common Stock | 05/13/2013 | | M | | 18,200 (1) A \$ 0 | 129,859 | D |
| Common Stock | 05/13/2013 | | F | | 5,550 (3) (6) D \$ 13.26 | 124,309 | D |
| Common Stock | 05/13/2013 | | F | | 10,093 (4) (6) D \$ 13.37 | 114,216 (2) (6) | 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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Restricted Stock Unit (stock settled) | \$ 0 | 05/13/2013 | | M | 18,200 ⁽¹⁾ | 05/13/2013 05/13/2013 | Common Stock 18,200 ⁽¹⁾ |

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 08/14/2013

**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 shares acquired upon vesting of 50% of outstanding performance-based Restricted Stock Units (stock settled) granted on May 12, 2010. Remaining 50% of outstanding award was canceled due to failure to satisfy certain performance metrics.
- (2) Includes 1307 shares acquired through the Employee Stock Purchase Plan on June 30, 2012 and 930 shares acquired through the Employee Stock Purchase Plan on December 31, 2012.
- (3) Represents surrendered shares to satisfy tax liability incurred upon the vesting of Restricted Stock Units granted May 12, 2010.
- (4) Represents surrendered shares to satisfy tax liability incurred upon the vesting of Restricted Stock granted May 13, 2009.
- (5) Not Applicable.
- (6) Actual shares issued and shares withheld for taxes, as adjusted to correct prior calculation related to tax withholding.

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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