Hoffman Edward J Form 4 June 08, 2012

## FORM 4

Check this box

subject to

Form 4 or

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

#### if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Section 16.

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person \* Hoffman Edward J

Symbol

(Zip)

Execution Date, if

(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

**OMB APPROVAL** 

3235-0287

January 31,

2005

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**OMB** 

Number:

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RADIAN GROUP INC [RDN]

2. Issuer Name and Ticker or Trading

(First) (Middle) (Last)

(Street)

(State)

(Month/Day/Year)

3. Date of Earliest Transaction (Month/Day/Year) 06/06/2012

Director 10% Owner X\_ Officer (give title Other (specify

below)

(Check all applicable)

RADIAN GROUP INC., 1601 MARKET STREET

4. If Amendment, Date Original

EVP, General Counsel 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

Following

below)

#### PHILADELPHIA, PA 19103

(City)

Security

(Instr. 3)

1.Title of 2. Transaction Date 2A. Deemed

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Ownership Owned (I)

(Instr. 4)

(Instr. 4)

Reported (A) Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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.

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Am
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onDerivative	Expiration Date	Underlying Sec
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired or Dispose (D) (Instr. 3, 4 and 5)	ed of				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	o N o
Stock Option - Performance Award	\$ 2.45	06/06/2012		A		43,090		06/06/2015(1)	06/06/2022	Common Stock	۷
Restricted Stock Units -Performance Award	\$ 0	06/06/2012		A	V	78,330		(2)	(2)	Common Stock	

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Hoffman Edward J RADIAN GROUP INC. 1601 MARKET STREET PHILADELPHIA, PA 19103

EVP, General Counsel

## **Signatures**

Edward J. 06/08/2012 Hoffman

\*\*Signature of Date
Reporting Person

### **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).
- Non-Qualified Stock Option: Vesting is 50% on or after the third anniversary of the grant and 50% on or after the fourth anniversary of (1) the grant, provided that Radian's common stock has closed at 100% above the exercise price of the option for 10 consecutive trading days ending at any point on or after the third anniversary of the grant.
- (2) Not Applicable.
  - Performance Based Restricted Stock Units ("RSUs"): Vesting is 100% at the end of the three year performance period, with a potential payout ranging from 0% to 200% of the target award based on Radian's absolute and relative total stockholder return ("TSR") over the three year performance period. Radian's relative TSR will be measured against the median TSR of a peer group consisting mainly of the
- (3) companies listed on the NASDAQ Financial Index. Radian's absolute TSR will be applied to determine the maximum number of RSUs that may be awarded, with the grantee being eligible to receive a 100% payout only if Radian achieves a 150% absolute TSR. TSR is measured generally as the change in market value of common stock during the performance period, plus dividends, as measured by comparing (x) the 20 day average trading price preceding and including the RSU date of grant, to (y) the 20 day average trading price preceding and including the last day of the performance period. The RSUs have no voting or dividend rights and will be settled in cash.
- (4) The number of RSUs reported (78,330) represents the target award. As discussed in Footnote 3 above, at the end of the performance period, the grantee may earn between 0 and 156,660 RSUs based on the relative and absolute performance of Radian's TSR.

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

Reporting Owners 2

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