

RADIAN GROUP INC
Form 4/A
December 28, 2005

FORM 4

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

OMB APPROVAL

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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 *
QUINT C ROBERT

(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)
12/21/2005

4. If Amendment, Date Original Filed(Month/Day/Year)
12/23/2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive VP and CFO

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 | | | | (A) or (D) Price | 32,727 | D | |
| Common Stock | | | | (A) or (D) Price | 6,089 ⁽¹⁾ | I | By 401K Stock Fund |

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. Title and Amount of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Dividend Equivalent <u>(5)</u> | \$ 0 | 12/21/2005 | | A | 3,4765 <u>(6)</u> | 01/01/2007 ⁽⁵⁾ 01/15/2007 | Common Stock | 3,476 <u>(5)</u> |
| Phantom Stock Unit <u>(4)</u> | \$ 0 ⁽³⁾ | | | | | 01/01/2007 01/15/2007 | Common Stock | 10 |
| stock option | \$ 48.39 | | | | | 02/08/2006 02/08/2012 | common stock | 12 |
| stock option | \$ 45.95 | | | | | 02/10/2005 02/10/2014 | common stock | 20 |
| Stock Option | \$ 16.25 | | | | | 01/21/1999 01/21/2007 | Common Stock | 30 |
| Stock Option | \$ 26.4688 | | | | | 12/02/1999 12/02/2007 | Common Stock | 23 |
| Stock Option | \$ 20.3125 | | | | | 01/19/2001 01/19/2009 | Common Stock | 32 |
| Stock Option | \$ 21.0313 | | | | | 01/18/2002 01/18/2010 | Common Stock | 34 |
| Stock Option | \$ 27.1875 | | | | | 01/22/2002 01/22/2011 | Common Stock | 40 |
| Stock Option | \$ 35.81 | | | | | 11/06/2002 11/06/2011 | Common Stock | 29 |
| Stock Option | \$ 35.79 | | | | | 01/30/2004 01/30/2013 | Common Stock | 30 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| QUINT C ROBERT | | | Executive VP and CFO | |

RADIAN GROUP INC.
1601 MARKET STREET
PHILADELPHIA, PA 19103

Signatures

Howard S. Yaruss Howard S. Yaruss (POA)
Atty-in-fact

12/28/2005

__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) Represents current holdings in the Radian Group 401K stock fund. This number has been updated to reflect the current balance. This number is approximate due to the nature of the stock fund and the amount of cash vs. stock owned by the fund.
- (2) N/A
- (3) 1-for-1
- (4) Grant made pursuant to a Retention Agreement entered into between the Company and Mr. Quint. The terms of the Retention Agreement were filed in an 8-K on February 14, 2005.
- (5) dividend equivalent rights accrued on phantom stock units and become exercisable proportionately with the options to which they relate.
- (6) dividend equivalent calculation amended (error = 0.3670 of a shares)

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