

Quigley Robert
Form 3
November 20, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Quigley Robert | | (Month/Day/Year) | RADIAN GROUP INC [RDN] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 11/15/2018 | | |
| RADIAN GROUP,Â 1500 MARKET ST., #2050W | | | (Check all applicable) | |
| | (Street) | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | Sr. Vice President, Controller | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |
| PHILADELPHIA,Â PAÂ 19102 | | | | |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common stock | 699 | D | Â |
| Common stock | 5,084 | I | 401K Stock Fund |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|--|---------------------------|------------------|--------------|----------------------------|---------------------|---|---|
| Stock Option - Performance Award | 05/14/2016 | 05/13/2023 | Common stock | 2,740 | \$ 13.99 | D | Â |
| Stock Option - Performance Award | 06/17/2017 ⁽²⁾ | 06/16/2024 | Common stock | 2,470 | \$ 15.44 | D | Â |
| Stock Option - Performance Award | 07/09/2018 ⁽²⁾ | 07/08/2025 | Common stock | 2,050 | \$ 18.42 | D | Â |
| Stock Option - Performance Award | 05/11/2019 ⁽²⁾ | 05/10/2026 | Common stock | 3,100 | \$ 12.16 | D | Â |
| Restricted Stock Units - Performance Award | 05/11/2019 | Â ⁽¹⁾ | Common stock | 4,170 ⁽³⁾ | \$ 0 | D | Â |
| Restricted Stock Units - Performance Award | 05/10/2020 | Â ⁽¹⁾ | Common stock | 4,660 ⁽³⁾ | \$ 0 | D | Â |
| Restricted Stock Units - Performance Award | 05/09/2021 | Â ⁽¹⁾ | Common stock | 5,650 ⁽⁴⁾ | \$ 0 | D | Â |
| Restricted Stock Units - Time Vested Award | 05/09/2019 ⁽⁵⁾ | Â ⁽¹⁾ | Common stock | 2,830 ⁽⁵⁾ | \$ 0 | D | Â |
| Restricted Stock Units - Time Vested Award | 12/20/2020 | Â ⁽¹⁾ | Common stock | 2,500 | \$ 0 | D | Â |
| Restricted Stock Units - Time Vested Award | 05/10/2018 ⁽⁶⁾ | Â ⁽¹⁾ | Common stock | 1,615 ⁽⁶⁾ | \$ 0 | D | Â |
| Restricted Stock Units - Time Vested Award | 05/11/2019 | Â ⁽¹⁾ | Common stock | 2,470 | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Quigley Robert RADIAN GROUP 1500 MARKET ST., #2050W PHILADELPHIA, PA 19102 | Â | Â | Â Sr. Vice President, Controller | Â |

Signatures

Edward J. Hoffman /s/, Edward J. Hoffman, (POA)
Atty-in-fact

11/20/2018

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) N/A

(2) In each case, options scheduled to vest in two equal installments on each of the third and fourth anniversaries of the applicable date of grant, provided that the options will vest only if the closing price of the Company's common stock meets the applicable stock price hurdle for ten consecutive days ending on or after the third anniversary of the applicable date of grant.

(3) Performance-based RSUs are scheduled to vest on the applicable date exercisable. In each case, the performance-based RSUs have a potential payout ranging from 0% to 200% of the RSUs scheduled to vest, subject to a maximum cap of six times the value of the award on the grant date.

(4) Vesting of the performance-based RSUs occurs on the applicable date exercisable (between 0 and 11,300 shares), subject to the Company's cumulative growth in "LTI Book Value" per share (as defined in the grant document).

(5) The award was granted on May 9, 2018 and the award vests proportionately on the first, second and third anniversary of grant.

(6) The award was granted on May 10, 2017 and the award vests proportionately on the first, second and third anniversary of grant. One-third of the award vested on May 10, 2018. Shares reported outstanding are unvested and reflect the remaining two-thirds of the shares granted.

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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