

RADIAN GROUP INC

Form 4

February 10, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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)
02/07/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify
below) 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)	32,727	D	
Common Stock				Code V Amount (D) Price	7,500 ⁽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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information contained in this form are not
required to respond unless the form
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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)	8. Amount or Number of Shares
stock option	\$ 56.03	02/07/2006		A	15,300 (7)	02/07/2007 02/07/2013	common stock	15
Dividend Equivalent (5)	\$ 0					01/01/2007(5) 01/15/2007	Common Stock	3.4 (5)
Phantom Stock Unit (4)	\$ 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
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Director 10% Owner Officer Other

QUINT C ROBERT
RADIAN GROUP INC.
1601 MARKET STREET
PHILADELPHIA, PA 19103

Executive VP and CFO

Signatures

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

02/10/2006

__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)
- (7) grant vests at 25% per year for four years beginning on the first anniversary of the grant

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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