

☐ 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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Ray Eric</u>  (Last) (First) (Middle) <u>RADIAN GROUP INC.</u> <u>1500 MARKET STREET</u>  (Street) <u>PHILADELPHIA PA</u> <u>19102</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>RADIAN GROUP INC [ RDN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner X Officer (give title below) Other (specify below) <u>Sr. Executive Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/13/2020</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units - Time Vested Award	\$0.0 <sup>(1)</sup>	05/13/2020		A		26,060		05/13/2023 <sup>(2)</sup>	<sup>(5)</sup>	Common Stock	26,060 <sup>(2)</sup>	<sup>(5)</sup>	26,060 <sup>(2)</sup>	D	
Restricted Stock Units - Performance Award	\$0.0 <sup>(1)</sup>	05/13/2020		A	V	46,330		05/13/2023 <sup>(3)</sup>	<sup>(5)</sup>	Common Stock	46,330 <sup>(3)(4)</sup>	<sup>(5)</sup>	46,330 <sup>(3)(4)</sup>	D	

Explanation of Responses:

1. Each RSU represents a contingent right to receive one share of common stock.
2. Vesting of time-based RSUs occurs pro rata on each of the first, second and third anniversaries of the date of grant.
3. Vesting of the performance-based RSUs occurs on the third anniversary of the grant date (between 0 and 92,660 shares), subject to the Company's cumulative growth in "LTI Book Value" per share (as defined in the grant document). Distribution of shares is generally subject to a one-year holding period after vesting.
4. The number of reported performance-based RSUs represents the target award, with grantees having the potential to earn a number of shares up to 200% of the target award.
5. Not Applicable.

Remarks:

/s/ Edward J. Hoffman  
\*\* Signature of Reporting Person

05/15/2020  
Date

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

\* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.