McKiernan Anthony Form 4 December 26, 2012

FORM 4

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

OMB APPROVAL OMB

3235-0287 Number: January 31,

Expires: 2005 Estimated average

0.5

burden hours per response...

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * McKiernan Anthony			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First)		(Middle)	MBIA INC [MBI] 3. Date of Earliest Transaction	(Check all applicable)			
C/O MBIA INC., 113 KING STREET			(Month/Day/Year) 12/21/2012	Director 10% Owner Officer (give title Other (specif below) EVP & Chief Portfolio Officer			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)			
ARMONK, NY 10504				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

KWONK,	111	10304
(City)		(State)

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of	2. Transaction Date		3.	4. Securitie	•		5. Amount of	6.	7. Nature of		
Security	(Month/Day/Year) Execution Date, if		Transaction(A) or Disposed of (D)			Securities	Ownership	Indirect			
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)			Beneficially	Form: Direct	Beneficial		
		(Instr. 8)			Owned	(D) or	Ownership				
							Following	Indirect (I)	(Instr. 4)		
					(4)		Reported	(Instr. 4)			
					(A)		Transaction(s)				
			$\alpha + w$	A	or	ъ.	(Instr. 3 and 4)				
			Code V	Amount	(D)	Price					
Common				400,000		\$					
Stock	12/21/2012		A	<u>(1)</u> <u>(2)</u> <u>(3)</u>	A	7.84	562,210	D			
				<u>(4)</u>							

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)

Edgar Filing: McKiernan Anthony - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						·
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
				~	<i>(</i> 1) (5)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

McKiernan Anthony C/O MBIA INC. 113 KING STREET ARMONK, NY 10504

EVP & Chief Portfolio Officer

Signatures

(2)

/s/ Andrew Hughes, Attorney-in-Fact

12/26/2012

**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).

Restricted stock granted under the MBIA Inc. 2005 Omnibus Incentive Plan, as amended. 200,000 shares will vest on December 31, 2015 if Mr. McKiernan remains employed through such date, or earlier upon a change in control of the Company or his "qualifying termination," which includes a termination of his employment (a) due to his death or disability, (b) by the Company without cause, (c) due to his retirement after December 31, 2015 on at least six months' prior notice, or (d) with the approval of the Board of Directors.

Up to 100,000 shares will vest on a pro-rata basis on the earlier to occur of December 31, 2016 or a change in control of the Company in which the Company's shares of common stock cease to be publicly traded, if Mr. McKiernan remains employed through that date (or he has a qualifying termination before such date), to the extent that the "market value appreciation" criteria for these shares is satisfied as of that date. Up to 100,000 shares will vest on a pro-rata basis on the earlier to occur of December 31, 2017 or a change in control of the Company in which the Company's shares of common stock cease to be publicly traded, if he remains employed through that date (or he has a qualifying termination before such date), to the extent that the "market value appreciation" criteria for these shares is satisfied as of that date.

The "market value appreciation" criteria for the shares subject to vesting on a vesting date is satisfied to the extent that (x) the average closing share price over the 60 trading days prior to the applicable vesting date is between \$10.00 and \$25.00 per share, where 0% vests if the price is \$10 or less, 100% vests if the price is \$25 or more, and with linear interpolated vesting if the price is in between these two values; or (y) the fair market value per share of the Company's common stock over any 20 consecutive trading days has been at least \$25 per share, in which case the percentage of the applicable shares to become vested on the applicable vesting date will be 100%.

Reporting Owners 2

Edgar Filing: McKiernan Anthony - Form 4

Any shares that have not vested as of the applicable vesting date will be forfeited unless otherwise approved by the Compensation and Governance Committee. In addition, the shares will (to the extent not yet vested) be forfeited upon Mr. McKiernan's voluntary resignation (other than in connection with a qualifying termination or as otherwise approved by the Committee) or the Company terminates his employment for cause.

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.