

MBIA INC  
Form 4  
June 30, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BROWN JOSEPH W**

(Last) (First) (Middle)

**C/O MBIA INC., 113 KING STREET**

(Street)

**ARMONK, NY 10504**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**MBIA INC [MBI]**

3. Date of Earliest Transaction (Month/Day/Year)  
**06/30/2008**

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)

**Chairman and CEO**

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |     |       |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------------|-----|-------|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        | Code                                                                                | V                                                        | Amount                                                          | (D) | Price |

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|

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| (Instr. 3)                           | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V              | (A) | (D) | Date Exercisable | Expiration Date | Title        | Amount Number Shares |
|--------------------------------------|------------------------------|------------------|------------|------------------------------------------------------|------|----------------|-----|-----|------------------|-----------------|--------------|----------------------|
| Employee Stock Option (Right to Buy) | \$ 12.15                     | 06/30/2008       |            |                                                      | J    | <sup>(1)</sup> |     |     | 03/14/2008       | 06/30/2008      | Common Stock | 359,000              |

### Reporting Owners

| Reporting Owner Name / Address                                         | Relationships |           |         |                  |
|------------------------------------------------------------------------|---------------|-----------|---------|------------------|
|                                                                        | Director      | 10% Owner | Officer | Other            |
| BROWN JOSEPH W<br>C/O MBIA INC.<br>113 KING STREET<br>ARMONK, NY 10504 | X             |           |         | Chairman and CEO |

### Signatures

/s/ Leonard I. Chubinsky, 06/30/2008  
 Attorney-in-Fact Date

\*\*Signature of Reporting Person

### 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) Cancellation of options previously granted pursuant to the terms of a Restricted Stock Award Agreement (the "Agreement") for the purchase of 359,000 shares at \$12.15 per share by June 30, 2008. The reporting person's commitment to purchase 359,000 shares under the Agreement has been satisfied through open market purchases.

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.