

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-05-16** | Period of Report: **2013-05-14**
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REPORTING OWNER

McGrath Emmett

CIK: **1301232**

Type: **4** | Act: **34** | File No.: **001-35636** | Film No.: **13852042**

Mailing Address

26745 MALIBU HILLS ROAD
CALABASAS CA 91301

ISSUER

ON ASSIGNMENT INC

CIK: **890564** | IRS No.: **954023433** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **7363** Help supply services

Mailing Address

26745 MALIBU HILLS ROAD
CALABASAS CA 91301

Business Address

26745 MALIBU HILLS ROAD
CALABASAS CA 91301
8188787900

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person McGrath Emmett			2. Issuer Name and Ticker or Trading Symbol ON ASSIGNMENT INC [ASGN]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Pres, Life Sciences & Allied HC		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/14/2013					
ON ASSIGNMENT, INC., 26745 MALIBU HILLS ROAD			4. If Amendment, Date Original Filed (Month/Day/Year)			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		
(Street) CALABASAS, CA 91301								
(City)	(State)	(Zip)						

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			
Common Stock	05/14/2013		<u>M</u>		10,000	A \$4.97	129,149	D	
Common Stock	05/14/2013		<u>S</u>		10,000	D \$26.5914	119,149	D	
Common Stock	05/14/2013		<u>M</u>		15,000	A \$6.38	134,149	D	
Common Stock	05/14/2013		<u>S</u>		15,000	D \$26.5914	119,149	D	

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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Incentive Stock Option (right to buy)	\$4.97	05/14/2013		<u>M</u>		10,000		08/30/2005 ⁽¹⁾	08/30/2014	Common Stock	10,000	\$26.5914	55,000	D	
Non-Qualified Stock	\$6.38	05/14/2013		<u>M</u>		15,000		01/02/2009 ⁽²⁾	01/02/2018	Common Stock	15,000	\$26.5914	0	D	

Option (right to buy)															
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Explanation of Responses:

1. These options vest one-fourth of the total number of shares on August 30, 2005, and one forty-eighth of such amount with respect to each month thereafter.
2. These options vest one forty-eighth after one month from the grant date, and one forty-eighth of such amount with respect to each month thereafter.

Signatures

By: Power of Attorney, James L. Brill, CAO For: Emmett McGrath

** Signature of Reporting Person

05/16/2013

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.