

McGrath Emmett
Form 4
December 12, 2012

FORM 4

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

OMB APPROVAL

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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 *
McGrath Emmett

(Last) (First) (Middle)
ON ASSIGNMENT, INC., 26745
MALIBU HILLS ROAD
(Street)

CALABASAS, CA 91301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ON ASSIGNMENT INC [ASGN]

3. Date of Earliest Transaction
(Month/Day/Year)
12/11/2012

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)
Pres, Life Sciences & Allied HC

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 12/11/2012 | | M | | 5,120 | A | \$ 4.97 |
| Common Stock | 12/11/2012 | | S | | 5,120 | D | \$ 19.5008 |
| Common Stock | 12/11/2012 | | M | | 10,382 | A | \$ 4.96 |
| Common Stock | 12/11/2012 | | S | | 10,382 | D | \$ 19.5008 |
| Common Stock | 12/11/2012 | | M | | 9,498 | A | \$ 4.96 |

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Common Stock 12/11/2012 S 9,498 D \$ 19.5008 118,164 D

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

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(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 (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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Incentive Stock Option (right to buy) | \$ 4.96 | 12/11/2012 | | M | 10,382 | 12/10/2005 12/10/2014 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 4.97 | 12/11/2012 | | M | 5,120 | 08/30/2005 ⁽¹⁾ 08/30/2014 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 4.96 | 12/11/2012 | | M | 9,498 | 12/10/2005 12/10/2014 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McGrath Emmett ON ASSIGNMENT, INC. 26745 MALIBU HILLS ROAD CALABASAS, CA 91301 | | | Pres, Life Sciences & Allied HC | |

Signatures

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

12/12/2012

**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).
- (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.

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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