

ON ASSIGNMENT INC
Form 4
April 04, 2011

FORM 4

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

OMB APPROVAL

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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 *
DAMERIS PETER T

(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)
04/02/2011

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)
President & 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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | Code V | Amount (A) or Price (D) | | |
| Common Stock | 04/02/2011 | | D | | 919 ⁽¹⁾ \$ 9.99 | D | |
| Common Stock | 04/04/2011 | | M | | 17,188 \$ 5.11 | D | |
| Common Stock | 04/04/2011 | | M | | 14,970 \$ 6.68 | D | |
| Common Stock | 04/04/2011 | | M | | 36,718 \$ 5.22 | D | |
| Common Stock | 04/04/2011 | | M | | 2,734 \$ 4.45 | D | |

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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 Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Incentive Stock Option (right to buy) | \$ 4.45 | 04/04/2011 | | M | 2,734 | ⁽²⁾ 09/27/2014 | Common Stock 2,734 |
| Incentive Stock Option (right to buy) | \$ 5.11 | 04/04/2011 | | M | 17,188 | 03/23/2005 03/23/2014 | Common Stock 17,188 |
| Incentive Stock Option (right to buy) | \$ 5.22 | 04/04/2011 | | M | 36,718 | ⁽³⁾ 11/12/2013 | Common Stock 36,718 |
| Incentive Stock Option (right to buy) | \$ 6.68 | 04/04/2011 | | M | 14,970 | ⁽⁴⁾ 08/29/2015 | Common Stock 14,970 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| DAMERIS PETER T ON ASSIGNMENT, INC. | X | | President & CEO | |

26745 MALIBU HILLS ROAD
CALABASAS, CA 91301

Signatures

Peter T.
Dameris

04/04/2011

 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) Executive officer elected to satisfy tax withholding obligations upon vesting by having On Assignment, Inc. withhold a number of vested shares equal to that of the employee's tax liability.
- (2) These options vest one twenty-fourth on November 27, 2004, and one forty-eighth of such amount with respect to each month thereafter.
- (3) These options vest one-fourth of the total number of shares on November 3, 2004, and one forty-eighth of such amount with respect to each month thereafter.
- (4) 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.

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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