

Genesi Ralph L.
Form 4
October 31, 2011

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 *
Genesi Ralph L.

(Last) (First) (Middle)

C/O MISTRAS GROUP, INC., 195
CLARKSVILLE ROAD

(Street)

PRINCETOWN
JUNCTION, NJ 08550

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Mistras Group, Inc. [MG]

3. Date of Earliest Transaction
(Month/Day/Year)
10/27/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Group EVP, Marketing and Sales

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 | 10/27/2011 | | M | | 21,194 | A | \$ 10 |
| | | | | | | | 34,418 |
| Common Stock | 10/27/2011 | | S | | 21,194 | D | \$ 22.825 |
| | | | | | | | (1) |
| Common Stock | 10/28/2011 | | M | | 25,000 | A | \$ 10 |
| | | | | | | | 38,224 |
| Common Stock | 10/28/2011 | | S | | 25,000 | D | \$ 22.79 |
| | | | | | | | (2) |
| | | | | | | | 13,224 |

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (Right to Buy) | \$ 10 | 10/27/2011 | | M | 21,194 | ⁽³⁾ 04/09/2019 | Common Stock | 21,194 |
| Stock Options (Right to Buy) | \$ 10 | 10/28/2011 | | M | 25,000 | ⁽³⁾ 04/09/2019 | Common Stock | 25,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Genesi Ralph L. C/O MISTRAS GROUP, INC. 195 CLARKSVILLE ROAD PRINCETOWN JUNCTION, NJ 08550 | | | Group EVP, Marketing and Sales | |

Signatures

Michael C. Keefe, attorney-in-fact for Ralph L. Genesi
Date: 10/31/2011

**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) The price represents the weighted average purchase price for the transactions reported on this line. The range of the prices for the transactions reported on this line were \$22.80 to \$22.87. Upon request by the Commission staff or a security holder of the issuer, the

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full information regarding the number of shares purchased at each separate price shall be provided. This information has been provided to the issuer.

(2) The price represents the weighted average purchase price for the transactions reported on this line. The range of the prices for the transactions reported on this line were \$22.75 to \$22.89. Upon request by the Commission staff or a security holder of the issuer, the full information regarding the number of shares purchased at each separate price shall be provided. This information has been provided to the issuer.

(3) Fully vested.

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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