

ON ASSIGNMENT INC
Form 4
March 03, 2010

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., 26651
WEST AGOURA ROAD

(Street)

CALABASAS, CA 91302

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/02/2010

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 03/02/2010 | | S | V | 8,775 | D | \$ 6.95 603,102 D |
| Common Stock | 03/02/2010 | | S | V | 5,278 | D | \$ 7 597,824 D |
| Common Stock | 03/02/2010 | | S | V | 315 | D | \$ 7.01 597,509 D |
| Common Stock | 03/02/2010 | | S | V | 84 | D | \$ 7.02 597,425 D |
| Common Stock | 03/02/2010 | | S | V | 1,644 | D | \$ 7.05 595,781 D |

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| | | | | | | | |
|--------------|------------|---|---------------------|---|---------|---------|---|
| Common Stock | 03/02/2010 | S | 700 | D | \$ 7.1 | 595,081 | D |
| Common Stock | 03/02/2010 | S | 313 | D | \$ 7.11 | 594,768 | D |
| Common Stock | 03/02/2010 | S | 200 | D | \$ 7.13 | 594,568 | D |
| Common Stock | 03/02/2010 | S | 200 | D | \$ 7.14 | 594,368 | D |
| Common Stock | 03/02/2010 | S | 100 | D | \$ 7.16 | 594,268 | D |
| Common Stock | 03/02/2010 | S | 137 | D | \$ 7.17 | 594,131 | D |
| Common Stock | 03/02/2010 | S | 200 | D | \$ 7.18 | 593,931 | D |
| Common Stock | 03/02/2010 | S | 300 | D | \$ 7.19 | 593,631 | D |
| Common Stock | 03/02/2010 | S | 300 | D | \$ 7.2 | 593,331 | D |
| Common Stock | 03/02/2010 | S | 506 | D | \$ 7.21 | 592,825 | D |
| Common Stock | 03/02/2010 | S | 100 | D | \$ 7.22 | 592,725 | D |
| Common Stock | 03/02/2010 | S | 200 | D | \$ 7.23 | 592,525 | D |
| Common Stock | 03/02/2010 | S | 100 | D | \$ 7.24 | 592,425 | D |
| Common Stock | 03/02/2010 | D | 1,019 <u>(1)</u> | D | \$ 6.95 | 591,406 | D |
| Common Stock | 03/02/2010 | D | 885 <u>(1)</u> | D | \$ 6.95 | 590,521 | 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 | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene |
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|--|--|------------------------|
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|--|--|------------------------|

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| Derivative Security | Code | V | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | (Instr. 3 and 4) |
|---------------------|------|---|---|-----|------------------|-----------------|-------|----------------------------|------------------|
| | | | (A) | (D) | | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| DAMERIS PETER T ON ASSIGNMENT, INC. 26651 WEST AGOURA ROAD CALABASAS, CA 91302 | X | | President & CEO | |

Signatures

Peter T. Dameris
 03/03/2010
 **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.

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