ON ASSIGNMENT INC

Form 4

February 22, 2011

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

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Section 16. Form 4 or Form 5 obligations may continue.

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

burden hours per response...

Estimated average

See Instruction 1(b).

(Print or Type Responses)

1. Name and Ad DAMERIS P.	-	ing Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			ON ASSIGNMENT INC [ASGN]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	X Director 10% Owner		
ON ASSIGN	MENT, INC.	. 26651	02/17/2011	X Officer (give title Other (specify		
WEST AGOURA ROAD			02/17/2011	below) below)		
WEST AGO	JKA KUAD			President & CEO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
			•	_X_ Form filed by One Reporting Person		
CALABASAS, CA 91302				Form filed by More than One Reporting		

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

` •	· · · · · ·	Tabl	e I - Non-D	erivative Se	curiu	es Acqu	nrea, Disposea oi	, or belieficiali	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of 6. Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	02/17/2011		D	1,480 (1)	D	\$ 8.89	570,660	D	
Common Stock	02/17/2011		A	108,108 (2)	A	\$0	678,768	D	
Common Stock	02/17/2011		D	39,654 (1)	D	\$ 8.89	639,114	D	
Common Stock	02/17/2011		A	33,784 (3)	A	\$0	672,898	D	
Common Stock	02/17/2011		D	12,391 (1)	D	\$ 8.89	660,507	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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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	tionNumber	Expiration Da	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative	e		Securi	ties	(Instr. 5)
	Derivative				Securities	;		(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date	Expiration		or	
						Exercisable	Date		Number	
				~					of	
				Code \	V (A) (D)				Shares	

Reporting Owners

26651 WEST AGOURA ROAD CALABASAS, CA 91302

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
DAMERIS PETER T							
ON ASSIGNMENT, INC.	Y		President & CFO				

Signatures

Peter T. Dameris 02/22/2011

**Signature of Date
Reporting Person

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) Performance Grant Awarded on 1/4/10. Goal acheived Adjusted EBITDA for the 13-month period ending on Feb. 1, 2011 was positive.
- (3) Performance Grant awarded on 3/17/2010. Goal Achieved 50% based on achieving attainment of the applicable adjusted EBITDA target over 13 months.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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