

McKenna Thomas Joseph  
 Form 5  
 February 08, 2010

**FORM 5**

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

OMB APPROVAL  
 OMB Number: 3235-0362  
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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).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
 McKenna Thomas Joseph  
 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Senior Vice President

ON ASSIGNMENT, INC., 26651  
 WEST AGOURA ROAD  
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2009

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

6. Individual or Joint/Group Reporting  
 (check applicable line)

CALABASAS, CA 91302  
 (City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	01/22/2009		A	2,942 A \$0	35,517	D	

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

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SEC 2270 (9-02)

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

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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)								
Non-Qualified Stock Option (right to buy)	\$ 9.14	01/22/2009	Â	J	<table border="0"> <tr> <td>(A)</td> <td>(D)</td> </tr> <tr> <td>Â</td> <td>10,000 <u>(1)</u></td> </tr> </table>	(A)	(D)	Â	10,000 <u>(1)</u>	<table border="0"> <tr> <td>Date Exercisable</td> <td>Expiration Date</td> </tr> <tr> <td>01/22/2009</td> <td>09/04/2018</td> </tr> </table>	Date Exercisable	Expiration Date	01/22/2009	09/04/2018	Common Stock
(A)	(D)														
Â	10,000 <u>(1)</u>														
Date Exercisable	Expiration Date														
01/22/2009	09/04/2018														

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McKenna Thomas Joseph ON ASSIGNMENT, INC. 26651 WEST AGOURA ROAD CALABASAS, CA 91302	Â	Â	Â Senior Vice President	Â

## Signatures

By: Power of Attorney, James L. Brill, CFO For: Thomas J. McKenna 02/08/2010

\_\_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) Officer elected to participate in Company's RSU exchange program; Exchanged 10,000 shares of stock options for 2,942 Shares of RSUs
- Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.