

ON ASSIGNMENT INC

Form 4

June 15, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
McGowan Michael

(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)

06/13/2016

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 ____ Other (specify
below) below)

COO, OAI; Pres, OGR

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)
Common Stock	06/13/2016		M	30,999	A \$ 12.9	207,083	D
Common Stock	06/13/2016		F	16,537	D \$ 37.3078 (1)	190,546	D
Common Stock	06/14/2016		M	75,230	A \$ 12.9	265,776	D
Common Stock	06/14/2016		F	40,670	D \$ 36.2353 (2)	225,106	D
	06/15/2016		S	8,000	D	217,106	D

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Common
Stock \$
37.0133
(3)

Common
Stock 60,504 I by Trust

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

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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 Underlying Se (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 12.9	06/13/2016		M	30,999	01/31/2008 ⁽⁴⁾ 01/31/2017	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 12.9	06/14/2016		M	75,230	01/31/2008 ⁽⁴⁾ 01/31/2017	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McGowan Michael ON ASSIGNMENT, INC. 26745 MALIBU HILLS ROAD CALABASAS, CA 91301			COO, OAI; Pres, OGR	

Signatures

By: James L. Brill, CAO For: Michael J.
McGowan

06/15/2016

**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).

- Executive officer elected to satisfy exercise price and tax withholding obligations upon the exercise of his stock options by selling
- (1) exercised shares on the open market equal to that of the executive officer's exercise price and tax liability. The \$37.307750 share price is a weighted average of numerous open market trades made at prices ranging from \$37.00 to \$37.81.
- Executive officer elected to satisfy exercise price and tax withholding obligations upon the exercise of his stock options by selling
- (2) exercised shares on the open market equal to that of the executive officer's exercise price and tax liability. The \$36.23530 share price is a weighted average of numerous open market trades made at prices ranging from \$36.00 to \$36.72.
- (3) The \$37.01325 share price is a weighted average of open market trades made at prices ranging from \$37.00 to \$37.02.
- (4) One-fourth of this option grant effective January 31, 2007 vested on January 31, 2008 and one forty-eighth of the grant vested thereafter on each monthly anniversary of the grant date until 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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