Edgar Filing: ON ASSIGNMENT INC - Form 4

ON ASSIGN	MENT INC										
Form 4											
February 02,	2007										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									PPROVAL		
	UNITE	D STATES		ITIES A hington,			NGE (COMMISSION	OMB Number:	3235-0287	
if no long subject to Section 1 Form 4 of Form 5 obligation may conti	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940						January 31, 2005 Estimated average burden hours per response 0.5				
(Print or Type R	Responses)										
McGrath Emmett Symbol			r Name and Ticker or Trading SIGNMENT INC [ASGN]				5. Relationship of Reporting Person(s) to Issuer				
			te of Earliest Transaction				(Check all applicable)				
	^(First) NMENT, INC., DURA ROAD	(Middle) 26651	3. Date of (Month/D 02/01/20	ay/Year)	ansaction			Director X Officer (giv below) Presid		9 Owner er (specify ort	
				endment, Date Original nth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
CALABASA	AS, CA 91302							Form filed by Person	More than One Re	eporting	
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securi	ties Acc	quired, Disposed o	of, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Executio any	med on Date, if Day/Year)	3. Transactio Code (Instr. 8) Code V		spose	d of 5) Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	02/01/2007			F	938 <u>(1)</u>	D	\$ 12.9	102,141	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
I State and a state	Director	10% Owner	Officer	Other				
McGrath Emmett ON ASSIGNMENT, INC. 26651 WEST AGOURA ROAD CALABASAS, CA 91302			President, Lab	Support				
Signatures								
By: Power of Attorney, Peter Dan McGrath	neris, CE	O For: Emm	ett	02/02/2007				
<u>**</u> Signature of Repo	rting 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 tax withholding obligations upon vesting by having On Assignment, Inc. withhold a number of vested (1) shares equal to that of the employee's tax liability.

Note: File three copies of this Form, one of which must be manually signed. If space 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.