

McGowan Michael
Form 4
February 06, 2012

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)

02/03/2012

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 _____ Other (specify
below) below)

CEO - Oxford Global Resources

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|---|---|--|--|---|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 02/03/2012 | | A | 5,879 (1) | A \$ 0 314,635 | D | |
| Common Stock | 02/03/2012 | | D | 1,866 (2) | D \$ 12.19 312,769 | D | |
| Common Stock | 02/03/2012 | | A | 7,928 (3) | A \$ 0 320,697 | D | |
| Common Stock | 02/03/2012 | | D | 2,517 (2) | D \$ 12.19 318,180 | D | |
| Common Stock | 02/03/2012 | | A | 6,894 (4) | A \$ 0 325,074 | D | |

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| | | | | | | | | |
|--------------|------------|---|--------------|---|----------|---------|---|----------|
| Common Stock | 02/03/2012 | D | 2,188 (2) | D | \$ 12.19 | 322,886 | D | |
| Common Stock | | | | | | 5,000 | 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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McGowan Michael ON ASSIGNMENT, INC. 26745 MALIBU HILLS ROAD CALABASAS, CA 91301 | | | CEO - Oxford Global Resources | |

Signatures

By: Power of Attorney, James L. Brill, CFO For: Michael J. McGowan
Date: 02/06/2012

__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) 2009 Performance Award - 3rd of three installments granted 3/8/11. Goal Acheived; Based on Adjusted EBITDA

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- (2) 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.
- (3) 2010 Performance Award - 2nd of three installments granted 3/8/11. Goal Achieved; Based on Adjusted EBITDA
- (4) 2011 Performance Award - 1st of three installments granted 3/8/11. Goal achieved; Based on Adjusted EBITDA

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