

McGrath Emmett
Form 4
December 12, 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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
McGrath Emmett

(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)

12/11/2012

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 below) ____ Other (specify below)

Pres, Life Sciences & Allied HC

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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	12/11/2012		M		5,120	A	\$ 4.97	123,284	D
Common Stock	12/11/2012		S		5,120	D	\$ 19.5008	118,164	D
Common Stock	12/11/2012		M		10,382	A	\$ 4.96	128,546	D
Common Stock	12/11/2012		S		10,382	D	\$ 19.5008	118,164	D
Common Stock	12/11/2012		M		9,498	A	\$ 4.96	127,662	D

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Common Stock 12/11/2012 S 9,498 D \$ 19.5008 118,164 D

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 Security (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Incentive Stock Option (right to buy)	\$ 4.96	12/11/2012		M		10,382		12/10/2005	12/10/2014	Common Stock
Incentive Stock Option (right to buy)	\$ 4.97	12/11/2012		M		5,120		08/30/2005 ⁽¹⁾	08/30/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 4.96	12/11/2012		M		9,498		12/10/2005	12/10/2014	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
McGrath Emmett ON ASSIGNMENT, INC. 26745 MALIBU HILLS ROAD CALABASAS, CA 91301	Director 10% Owner Officer Other
	Pres, Life Sciences & Allied HC

Signatures

By: Power of Attorney, James L. Brill, CAO For: Emmett McGrath

12/12/2012

__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) These options vest one-fourth of the total number of shares on August 30, 2005, and one forty-eighth of such amount with respect to each month thereafter.

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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