

ON ASSIGNMENT INC
 Form 4
 February 16, 2016

FORM 4

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

OMB APPROVAL

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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).

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

(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)
 02/11/2016

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 below) ___ Other (specify 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/11/2016		A		1,283 (1)	A	\$ 0 159,764 D
Common Stock	02/11/2016		D		350 (2)	D	\$ 29.68 159,414 D
Common Stock	02/11/2016		A		3,030 (1)	A	\$ 0 162,444 D
Common Stock	02/11/2016		D		828 (2)	D	\$ 29.68 161,616 D
Common Stock	02/11/2016		A		1,938 (1)	A	\$ 0 163,554 D

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Common Stock	02/11/2016	D	530 ⁽²⁾	D	\$ 29.68	163,024	D	
Common Stock	02/11/2016	A	2,051 ⁽¹⁾	A	\$ 0	165,075	D	
Common Stock	02/11/2016	D	560 ⁽²⁾	D	\$ 29.68	164,515	D	
Common Stock	02/11/2016	A	3,076 ⁽¹⁾	A	\$ 0	167,591	D	
Common Stock	02/11/2016	D	841 ⁽²⁾	D	\$ 29.68	166,750	D	
Common Stock	02/11/2016	A	6,151 ⁽³⁾	A	\$ 0	172,901	D	
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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(9-02)

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)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

CALABASAS, CA 91301

Signatures

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

02/16/2016

__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).
- (1) The acquired shares vested upon certification of a performance target on February 11, 2016, for a performance award previously granted to the executive officer.
- (2) Executive officer elected to satisfy tax withholding obligations upon vesting by having the issuer withhold a number of vested shares equal to that of the executive officer's tax liability.
- (3) On February 11, 2016 performance targets were achieved for an RSU grant that was previously made to the executive officer. 50% of these RSUs will vest on January 2, 2017 and the remaining will vest on January 2, 2018, subject to the executive officer's continued service to the Company.

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.