

McGrath Emmett
Form 4
December 12, 2012

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 *
McGrath Emmett

2. Issuer Name and Ticker or Trading Symbol
ON ASSIGNMENT INC [ASGN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

ON ASSIGNMENT, INC., 26745
MALIBU HILLS ROAD

3. Date of Earliest Transaction
(Month/Day/Year)

12/11/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Pres, Life Sciences & Allied HC

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person

____ Form filed by More than One Reporting Person

CALABASAS, CA 91301

(City) (State) (Zip)

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
Common Stock	12/11/2012		S		5,120	D	\$ 19.5008
Common Stock	12/11/2012		M		10,382	A	\$ 4.96
Common Stock	12/11/2012		S		10,382	D	\$ 19.5008
Common Stock	12/11/2012		M		9,498	A	\$ 4.96

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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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(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 Underlying Security (Instr. 3 and 4)
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			
	Director	10% Owner	Officer	Other
McGrath Emmett ON ASSIGNMENT, INC. 26745 MALIBU HILLS ROAD CALABASAS, CA 91301			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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