ON ASSIGNMENT INC

Form 4

December 02, 2010

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

OMB Number:

3235-0287

0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

SECURITIES

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **BRILL JAMES L**

2. Issuer Name and Ticker or Trading Symbol

ON ASSIGNMENT INC [ASGN]

5. Relationship of Reporting Person(s) to

Issuer

below)

(Last)

(City)

(First)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

12/01/2010

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify

ON ASSIGNMENT, INC., 26651

(Street)

WEST AGOURA ROAD

4. If Amendment, Date Original

D

Filed(Month/Day/Year)

Senior Vice President and CFO 6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

CALABASAS, CA 91302

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

(State)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(9-02)

(A)

Transaction(s)

or (Instr. 3 and 4) Price

\$ 7

Common Stock

(Instr. 3)

12/01/2010

Code V Amount (D) 458 (1) D

190,418

D

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative Securities			Securities (Instr. 3 and 4)	(Instr. 5)	Bene	
	Derivative								3 and 4)		Own
	Security				Acquired	Acquired (A) or					Follo
					(A) or						Repo
					Disposed						Trans
		of (D)							(Instr		
					(Instr. 3,						
					4, and 5)						
									Amount		
								or			
						Date Exercisable	Expiration Date	Title	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

BRILL JAMES L ON ASSIGNMENT, INC. 26651 WEST AGOURA ROAD CALABASAS, CA 91302

Senior Vice President and CFO

Signatures

James L. Brill 12/02/2010 **Signature of Date Reporting Person

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 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.

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