

Brouse Mark  
Form 4  
February 06, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
Brouse Mark

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)

02/03/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

President, Vista Staffing

(Street)

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

CALABASAS, CA 91301

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/03/2012		A	4,573 (1)	\$ 0	D	
Common Stock	02/03/2012		D	1,392 (2)	\$ 12.19	D	
Common Stock	02/03/2012		A	3,504 (3)	\$ 0	D	
Common Stock	02/03/2012		D	1,066 (2)	\$ 12.19	D	
Common Stock	02/03/2012		A	3,047 (4)	\$ 0	D	

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Common Stock	02/03/2012	D	927 <sup>(2)</sup>	D	\$ 12.19	158,477	D	
Common Stock						8,500	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 Beneficially Owned Following Reported Transaction (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brouse Mark ON ASSIGNMENT, INC. 26745 MALIBU HILLS ROAD CALABASAS, CA 91301			President, Vista Staffing	

## Signatures

By: Power of Attorney, James L. Brill, CFO For: Mark Brouse  
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

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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