

ON ASSIGNMENT INC
Form 4
May 24, 2007

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BROCK WILLIAM E

(Last) (First) (Middle)

**ON ASSIGNMENT, INC., 26651
WEST AGOURA ROAD**

(Street)

CALABASAS, CA 91302

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

ON ASSIGNMENT INC [ASGN]

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

05/15/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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	05/15/2007		M		4,500	A	\$ 5.28	13,678	D	
Common Stock	05/15/2007		S		4,500	D	\$ 11.1127	9,178	D	
Common Stock	05/15/2007		M		4,500	A	\$ 5.28	13,678	D	
Common Stock	05/15/2007		M		12,000	A	\$ 9.625	25,678	D	
Common Stock	05/15/2007		S		12,000	D	\$ 11.1127	13,678	D	

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

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SEC 1474
(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 Se (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 5.28	05/15/2007		M	4,500	06/15/2004 ⁽¹⁾ 06/15/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 5.28	05/15/2007		M	4,500	06/15/2004 ⁽¹⁾ 06/15/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 9.625	05/15/2007		M	12,000	06/09/1997 ⁽¹⁾ 06/09/2007	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BROCK WILLIAM E ON ASSIGNMENT, INC. 26651 WEST AGOURA ROAD CALABASAS, CA 91302	X

Signatures

By: Power of Attorney, James Brill, CFO For: William E. Brock 05/24/2007

**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).

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(1) All options under this grant are fully vested as of the date of grant.

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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