#### PIERCE EDWARD L

Form 4

August 17, 2018

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

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

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * PIERCE EDWARD L			2. Issuer Name <b>and</b> Ticker or Trading Symbol ASGN Inc [ASGN]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)		
			(Month/Day/Year)	Director 10% Owner		
ASGN INCORPORATED, 26745			08/16/2018	_X_ Officer (give title Other (specify		
MALIBU H	ILLS ROAD			below) below) Exec VP, CFO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
CALABASA	AS, CA 91301			Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secui	rities Acquir	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securition Dispose (Instr. 3, 4)	ed of (	` ′	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)
Common Stock	08/16/2018		S	10,000	, ,	\$ 90.9956 (1)	56,584	D	
Common Stock	08/16/2018		M	10,000	A	\$ 16.51	66,584	D	
Common Stock	08/17/2018		S	15,000	D	\$ 90.6113 (2)	51,584	D	
Common Stock	08/17/2018		M	15,000	A	\$ 16.51	66,584	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and Ar Underlying Se (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title I
Non-Qualified Stock Option (right to buy)	\$ 16.51	08/16/2018		M	10,000	09/01/2013(3)	09/01/2022	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 16.51	08/17/2018		M	15,000	09/01/2013(3)	09/01/2022	Common Stock

# **Reporting Owners**

enorting Owner Name / Address	Relationships

Director 10% Owner Officer Other

PIERCE EDWARD L ASGN INCORPORATED 26745 MALIBU HILLS ROAD CALABASAS, CA 91301

Exec VP, CFO

## **Signatures**

By: /s/ Jennifer Painter, CLO For: Edward L. Pierce

08/17/2018

\*\*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 \$90.99557 share price is a weighted average of numerous open market trades made at prices ranging from \$90.95 to \$91.29.
- (2) The \$90.61125 share price is a weighted average of numerous open market trades made at prices ranging from \$90.20 to \$90.84.

(3)

Reporting Owners 2

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One- fourth of this option granted on September 1, 2012 vested on September 1, 2013 and one forty-eighth of the grant vested thereafter on each monthly anniversary of the grant date.

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.