

Hanson Theodore S.
Form 4
February 15, 2019

FORM 4

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

OMB APPROVAL

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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 *
Hanson Theodore S.

(Last) (First) (Middle)

ASGN INCORPORATED, 26745
MALIBU HILLS ROAD

(Street)

CALABASAS, CA 91301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ASGN Inc [ASGN]

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

02/14/2019

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)

President, ASGN

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	02/14/2019		A	2,337 (1) \$ 0	240,960	D	
Common Stock	02/14/2019		F	703 (2) \$ 64.79	240,257	D	
Common Stock	02/14/2019		A	3,885 (1) \$ 0	244,142	D	
Common Stock	02/14/2019		F	1,169 (2) \$ 64.79	242,973	D	
Common Stock	02/14/2019		A	3,262 (1) \$ 0	246,235	D	

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Common Stock	02/14/2019	F	981 ⁽²⁾	D	\$ 64.79	245,254	D
Common Stock	02/14/2019	A	12,310 ⁽³⁾	A	\$ 0	257,564	D
Common Stock	02/14/2019	F	1,235 ⁽²⁾	D	\$ 64.79	256,329	D
Common Stock	02/14/2019	A	22,527 ⁽⁴⁾	A	\$ 0	278,856	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 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. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hanson Theodore S. ASGN INCORPORATED 26745 MALIBU HILLS ROAD CALABASAS, CA 91301			President, ASGN	

Signatures

By: /s/ Jennifer Painter, CLO For: Theodore S. Hanson 02/15/2019

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 acquired shares vested upon certification of performance targets on February 14, 2019, for performance awards previously granted to the executive officer.

(2) The executive officer elected to satisfy tax withholding obligations upon vesting of restricted stock units ("RSUs") by having the issuer withhold a number of vested shares equal to that of the executive officer's tax liability.

(3) Performance was certified on February 14, 2019 for an RSU grant that was previously made to the executive officer. 50% of the shares will vest on April 2, 2020, 25% will vest on April 2, 2021 and the remaining shares will vest on April 2, 2022, subject to the officer's continued service to the Company.

(4) In October 2015, the executive officer received an RSU award that had a three-year performance target that was certified on February 14, 2019. These RSUs will vest 50% each in October 2019 and 2020.

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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