

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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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 *
Hanson Theodore S.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
ASGN INCORPORATED, 26745
MALIBU HILLS ROAD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/14/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President, ASGN

CALABASAS, CA 91301

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

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 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	

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.

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.