

Painter Jennifer Hankes
 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 *
 Painter Jennifer Hankes

(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)
 SVP, Chief Legal Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/14/2019 | | A | 779 ⁽¹⁾ | \$ 0 | A | D |
| Common Stock | 02/14/2019 | | F | 269 ⁽²⁾ | \$ 64.79 | D | D |
| Common Stock | 02/14/2019 | | A | 971 ⁽¹⁾ | \$ 0 | A | D |
| Common Stock | 02/14/2019 | | F | 335 ⁽²⁾ | \$ 64.79 | D | D |
| Common Stock | 02/14/2019 | | A | 758 ⁽¹⁾ | \$ 0 | A | D |

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| | | | | | | | |
|--------------|------------|---|----------------------|---|----------|--------|---|
| Common Stock | 02/14/2019 | F | 262 ⁽²⁾ | D | \$ 64.79 | 16,627 | D |
| Common Stock | 02/14/2019 | A | 3,408 ⁽³⁾ | A | \$ 0 | 20,035 | D |
| Common Stock | 02/14/2019 | A | 391 ⁽²⁾ | D | \$ 64.79 | 19,644 | D |
| Common Stock | 02/14/2019 | A | 8,447 ⁽⁴⁾ | A | \$ 0 | 28,091 | D |

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 (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Painter Jennifer Hankes ASGN INCORPORATED 26745 MALIBU HILLS ROAD CALABASAS, CA 91301 | | | SVP, Chief Legal Officer | |

Signatures

By: Jennifer Hankes
Painter 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 her 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 officer's tax liability.
- (3) Performance was certified for this RSU grant on February 14, 2019, and 1/3 of the shares were released. 50% of the remaining RSUs will vest on January 2, 2020 and the remaining will vest on January 2, 2021 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.