### Edgar Filing: Genesi Ralph L. - Form 4

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Common

Common

Stock

Stock

10/28/2011

10/28/2011

Genesi Ralpi Form 4										
October 31, 2									PROVAL	
FORM	UNITED	STATES SECU Wa	RITIES A			NGE CO	OMMISSION	OMB Number:	3235-0287	
Check the if no long	7.0#		0				Expires:	January 31,		
subject to Section 1 Form 4 o Form 5	6. r	IENT OF CHA	SECUI	RITIES					imated average den hours per ponse 0.5	
obligation may cont <i>See</i> Instru 1(b).	ns Section 17(a	suant to Section a) of the Public U 30(h) of the I	Jtility Hol	ding Con	ipany	y Act of	1935 or Section	I		
(Print or Type I	Responses)									
1. Name and A Genesi Ralp	Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol Mistras Group, Inc. [MG]				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (N		-				(Check all applicable)			
C/O MISTR CLARKSV	(Month/	of Earliest T 'Day/Year) 2011	ransaction			Director 10% Owner X Officer (give title Other (specify below) below) Group EVP, Marketing and Sales				
		Filed(Month/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>				
PRINCETO JUNCTION							Person		porting	
(City)	(State)	(Zip) Tal	ble I - Non-l	Derivative	Secur	ities Acqu	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if any	· ·			(D)	Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)		
Common Stock	10/27/2011		М	21,194	А	\$ 10	34,418	D		
Common Stock	10/27/2011		S	21,194	D	\$ 22.825 (1)	13,224	D		

М

S

25,000 A

25,000 D

\$10

\$ 22.79 (2) 38,224

13,224

D

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.

# 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. Transactio Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 10	10/27/2011		М	21,194	<u>(3)</u>	04/09/2019	Common Stock	21,194
Stock Options (Right to Buy)	\$ 10	10/28/2011		М	25,000	(3)	04/09/2019	Common Stock	25,000

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Genesi Ralph L. C/O MISTRAS GROUP, INC. 195 CLARKSVILLE ROAD PRINCETOWN JUNCTION, NJ 08550			Group EVP, Marketing and Sales			
Signatures						
Michael C. Keefe, attorney-in-fact for Ralph L. Genesi		1				
**Signature of Reporting Person			Date			
Explanation of Response	ses:					

\* 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 price represents the weighted average purchase price for the transactions reported on this line. The range of the prices for the transactions reported on this line were \$22.80 to \$22.87. Upon request by the Commission staff or a security holder of the issuer, the

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full information regarding the number of shares purchased at each separate price shall be provided. This information has been provided to the issuer.

The price represents the weighted average purchase price for the transactions reported on this line. The range of the prices for the

(2) transactions reported on this line were \$22.75 to \$22.89. Upon request by the Commission staff or a security holder of the issuer, the full information regarding the number of shares purchased at each separate price shall be provided. This information has been provided to the issuer.

(3) Fully vested.

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.