Stamatakis Manuel N. Form 4 January 15, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number: January 31,

2005 Estimated average

burden hours per response... 0.5

Expires:

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

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

See Instruction 1(b).

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Stamatakis Manuel N. Issuer Symbol Mistras Group, Inc. [MG] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) X_ Director 10% Owner Other (specify Officer (give title C/O MISTRAS GROUP, INC., 195 01/11/2013 below) **CLARKSVILLE ROAD** (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 Form filed by More than One Reporting PRINCETON JUNCTION, NJ 08550

(State)

(Zip)

` •	, , ,	Table 1 - Non-Derivative Securities Acquired, Disposed 61, or Beneficially Owned									
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securitie	es	5. Amount of	6. Ownership	7. Nature of			
Security	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired (A	A) or	Securities	Form: Direct	Indirect			
(Instr. 3)		any	Code	Disposed o	of (D)	Beneficially	(D) or	Beneficial			
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	and 5)	Owned	Indirect (I)	Ownership			
						Following	(Instr. 4)	(Instr. 4)			
		/A>		Reported							
					(A)	Transaction(s)					
			Code V		or (D) Pr	ice (Instr. 3 and 4)					
			Code v		(D) FI	ice					
Common Stock	01/11/2013		A	$\frac{1,122}{(1)}$	A \$	0 17,969	D				

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table I. Non Darivative Securities Acquired Disposed of or Papaficially Owned

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: Stamatakis Manuel N. - Form 4

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transacti	5. orNumber	6. Date Exerc Expiration D		7. Title a		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/		Underly Securitie (Instr. 3	ring es	(Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title N	lumber		

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other Stamatakis Manuel N. C/O MISTRAS GROUP, INC. X 195 CLARKSVILLE ROAD PRINCETON JUNCTION, NJ 08550

Signatures

Michael C. Keefe, attorney-in-fact for Manuel N. 01/15/2013 Stamatakis

Date

**Signature of Reporting Person

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) Transaction constitutes award of common stock for director and committee chair fees.

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.

Reporting Owners 2