Edgar Filing: BROWN MICHAEL W - Form 4

| BROWN MI | CHAEL W | | | | | | | | | | |
|---|--|--------------|---|---|----------------------------|------------------------|---|--|--|---|--|
| Form 4 | | | | | | | | | | | |
| November 17 | 7, 2005 | | | | | | | | | | |
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION | | | | | | | | | PPROVAL | | |
| | UNIII | ED STATES | | | ND EX(, D.C. 205 | | NGE (| COMMISSION | OMB Number: | 3235-0287 | |
| Check thi if no long subject to Section 1 Form 4 or | GES IN BENEFICIAL OWNERSHIP OF SECURITIES | | | | | Estimated a burden hou | Expires: January 31 Expires: 2005 Estimated average burden hours per response 0.5 | | | | |
| Form 5 obligatior may conti <i>See</i> Instru 1(b). | inue. Section | 17(a) of the | | ility Hole | ding Com | pany | Act o | ge Act of 1934, ff 1935 or Sectio 40 | on | | |
| (Print or Type R | Responses) | | | | | | | | | | |
| BROWN MICHAEL W Symbol | | | uer Name and Ticker or Trading l INISTAFF INC \DE\ [ASF] | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
| (M | | | (Month/D | 3. Date of Earliest Transaction (Month/Day/Year) | | | | XDirector10% Owner Officer (give titleOther (specify | | | |
| 19001 CRES DRIVE | SCENT SPRI | NGS | 11/16/20 |)05 | | | | below) | below) | er (specify | |
| | | | | endment, Date Original nth/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | |
| KINGWOO | D, TX 77339 | | | | | | | Form filed by Person | More than One R | eporting | |
| (City) | (State) | (Zip) | Table | e I - Non-I | Derivative S | Securi | ties Ac | quired, Disposed o | of, or Beneficia | lly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction (Month/Day/Y | any | | Code (Instr. 8) | TransactionAcquired (A) or | | | 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) | |
| Common Stock | 11/16/2005 | | | A | 84 | A | \$ 0 (1) | 13,791 | D | | |

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)

Reporting Owners

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 4. Transactio Code (Instr. 8) | 5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | 7. Titl Amou Under Secur (Instr. | int of lying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr |
|---|---|---|--|---|---------------------|--------------------|--|--|---|--|
| | | | 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 | | | |
| BROWN MICHAEL W 19001 CRESCENT SPRINGS DRIVE KINGWOOD, TX 77339 | Х | | | | | | |
| Signatures | | | | | | | |
| John H. Spurgin, II, by power of attorney | 11, | /17/2005 | | | | | |
| **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).

Mr. Brown was awarded these shares in lieu of cash compensation for his services as a member of the board of directors. He was awarded 84 shares for his participation at meetings of the board and the finance, risk management and audit ("FRMA") committee held on Nov.

(1) ³⁴ shares for its participation at incertings of the board and the finance, fisk management and addit (TRMA) committee field on Nov. 16, 2005. The share calculation is based on a board meeting fee of \$2,000, a FRMA committee meeting fee of \$1,500, and a Nov. 15, 2005 closing price per share of \$41.59.

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.