

Ausura John  
 Form 4  
 December 07, 2012

**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 \*  
 Ausura John

2. Issuer Name and Ticker or Trading Symbol  
 Mastech Holdings, Inc. [MHH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 1000 COMMERCE DRIVE, SUITE 500

3. Date of Earliest Transaction (Month/Day/Year)  
 12/05/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 CFO, Sec & Treasurer

(Street)

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

PITTSBURGH, PA 15275

(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 Ownership (Instr. 4)		
				(A) or (D)	Price				
Common Stock	12/05/2012		M	V	10,000	A	\$ 1.15	25,000	D
Common Stock	12/05/2012		M	V	5,156	A	\$ 4.95	30,156	D

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

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SEC 1474 (9-02)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option	\$ 1.15	12/05/2012		M	10,000	<u>(1)</u> 10/15/2018	Common Stock 10,000
Employee Stock Option	\$ 4.95	12/05/2012		M	5,156	<u>(2)</u> 10/18/2019	Common Stock 5,156

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ausura John 1000 COMMERCE DRIVE, SUITE 500 PITTSBURGH, PA 15275	X		CFO, Sec & Treasurer	

## Signatures

/s/ John Cronin,  
attorney-in-fact

12/07/2012

\_\_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) 2,500 shares became exercisable on October 15, 2009, which was the first anniversary of the grant date, and thereafter 625 shares became exercisable in quarterly installments with the option becoming fully exercisable on October 15, 2012.

(2) 1,875 shares became exercisable on December 18, 2010, which was the first anniversary of the grant date, and thereafter 469 shares became exercisable in quarterly installments through September 18, 2013 with the remaining 466 shares vesting on December 18, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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