

Mistras Group, Inc.
 Form 4
 February 20, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 Lange Michael J.

(Last) (First) (Middle)

C/O MISTRAS GROUP, INC., 195
 CLARKSVILLE ROAD

(Street)

PRINCETON JUNCTION, NJ 08550

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Mistras Group, Inc. [MG]

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/18/2014

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)

Group EVP, Services

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 Indirect Beneficial Ownership (Instr. 4)
				Code V	Amount		
Common Stock	02/18/2014			S	3,000	D	
					\$ 24.26		
					<u>(1)</u>		
Common Stock	02/19/2014			S	13,529	D	
					\$ 23.94		
					<u>(2)</u>		
Common Stock	02/20/2014			S	12,269	D	
					\$ 23.47		
					<u>(3)</u>		

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)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lange Michael J. C/O MISTRAS GROUP, INC. 195 CLARKSVILLE ROAD PRINCETON JUNCTION, NJ 08550	X		Group EVP, Services	

Signatures

Michael C. Keefe, attorney-in-fact for Michael J. Lange
Date: 02/20/2014

__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 price on this line represents the weighted average price for the transactions reported on this line. The range of prices for the transactions reported on this line was \$24.22 to \$24.35. Upon request by the Commission staff or a security holder of the issuer, the full information regarding the number of shares sold at each separate price shall be provided. The information has been provided to the issuer.

(2) The price on this line represents the weighted average price for the transactions reported on this line. The range of prices for the transactions reported on this line was \$23.50 to \$24.20. Upon request by the Commission staff or a security holder of the issuer, the full information regarding the number of shares sold at each separate price shall be provided. The information has been provided to the issuer.

(3) The price on this line represents the weighted average price for the transactions reported on this line. The range of prices for the transactions reported on this line was \$23.36 to \$23.65. Upon request by the Commission staff or a security holder of the issuer, the full information regarding the number of shares sold at each separate price shall be provided. The information has been provided to the issuer.

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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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