

Genesi Ralph L.  
Form 4  
October 31, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Genesi Ralph L.

(Last) (First) (Middle)

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

(Street)

PRINCETOWN  
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)  
10/27/2011

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, Marketing and Sales

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	(A) or (D)	Price
Common Stock	10/27/2011		M		21,194	A	\$ 10
							34,418
Common Stock	10/27/2011		S		21,194	D	\$ 22.825
							(1)
Common Stock	10/28/2011		M		25,000	A	\$ 10
							38,224
Common Stock	10/28/2011		S		25,000	D	\$ 22.79
							(2)
							13,224



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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.

- (2) 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 \$22.75 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.