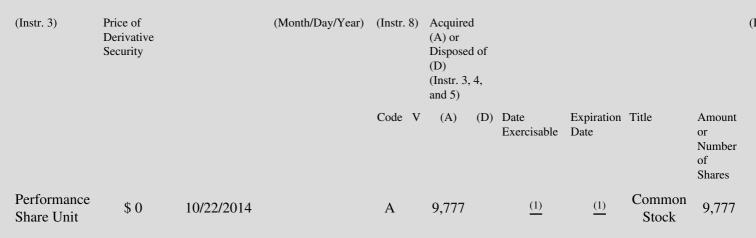
Edgar Filing: Mistras Group, Inc. - Form 4

Mistras Group, Inc. Form 4 October 24, 2014							
				OMB A	PPROVAL		
UNITED STA	TES SECURITIES AND EX Washington, D.C. 20		SSION	OMB Number:	3235-0287		
Section 16. Form 4 or Form 5 obligations may continue Section 17(a) of	T OF CHANGES IN BENEF SECURITIES t to Section 16(a) of the Securit the Public Utility Holding Com	OF CHANGES IN BENEFICIAL OWNERSHIP OF			January 31, 2005 average irs per 0.5		
(Print or Type Responses)							
1. Name and Address of Reporting Perso Keefe Michael C	 ⁿ[*] 2. Issuer Name and Ticker or Symbol Mistras Group, Inc. [MG] 	Issuer	-	Reporting Per all applicable			
(Last) (First) (Middle) 3. Date of Earliest Transaction		(Check	an applicable	;)		
C/O MISTRAS GROUP, 195 CLARKSVILLE ROAD	(Month/Day/Year) 10/22/2014		Director 10% Owner X Officer (give title Other (specify below) EVP, General Counsel				
(Street) 4. If Amendment, Da Filed(Month/Day/Year		iginal 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		erson			
Person Person							
(City) (State) (Zip)	Table I - Non-Derivative	Securities Acquired, Dis	posed of,	or Beneficial	lly Owned		
(Instr. 3) any	Deemed 3. 4. Securit ution Date, if TransactionAcquired Code Disposed nth/Day/Year) (Instr. 8) (Instr. 3, 4 Code V Amount	(A) or Securities of (D) Beneficially	For (D) (I) (In (s)	rm: Direct) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Reminder: Report on a separate line for ea	ach class of securities beneficially own	ed directly or indirectly					
termineer report on a separate mile for e	Perso inform requir	ns who respond to the nation contained in thi ed to respond unless ys a currently valid Ol	s form an the form	re not	EC 1474 (9-02)		

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	D
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	S



Reporting Owners

Reporting Owner Name / Address		Relationships			
		Director	10% Owner	Officer	Other
Keefe Michael C C/O MISTRAS GROUP 195 CLARKSVILLE ROAD PRINCETON JUNCTION, NJ 08550			EVP, General Counsel		
Signatures					
Michael C. Keefe	10/24/2014	4			
<u>**</u> Signature of	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) These performance share units are for the performance cycle of fiscal 2015 to 2017 and vest to the extent earned on or about September 7, 2017. The number of shares of common stock earned could be more or less than the number of units.

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 Person