

Mastech Holdings, Inc.
Form 4/A
December 10, 2008

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SHANGOLD STEVEN

(Last) (First) (Middle)

1000 COMMERCE DRIVE, SUITE
500

(Street)

PITTSBURGH, PA 15275

(City) (State) (Zip)

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

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

11/14/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)
11/18/2008

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

Director, President & CEO

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/14/2008		P		1,000	A	\$ 1.85 17,833
Common Stock	11/14/2008		P		1	A	\$ 1.75 17,834
Common Stock	11/14/2008		P		163	A	\$ 1.8 17,997
Common Stock	11/14/2008		P		736	A	\$ 1.89 18,733
Common Stock	11/14/2008		P		500	A	\$ 1.81 19,233

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Common Stock	11/14/2008	P	500	A	\$ 1.92	19,733	D
Common Stock	11/14/2008	P	100	A	\$ 1.905	19,833	D
Common Stock	11/14/2008	P	500	A	\$ 1.95	20,333	D
Common Stock	11/14/2008	P	5,788	A	\$ 2	26,121	D
Common Stock	11/14/2008	P	100	A	\$ 1.86	26,221	D
Common Stock	11/14/2008	P	300	A	\$ 1.91	26,521	D
Common Stock	11/14/2008	P	300	A	\$ 1.99	26,821	D
Common Stock	11/14/2008	P	12	A	\$ 1.925	26,833	D

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

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(9-02)

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 Following Reported Transaction (Instr. 6)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SHANGOLD STEVEN
1000 COMMERCE DRIVE, SUITE 500
PITTSBURGH, PA 15275

X

Director,
President &
CEO

Signatures

/s/ Eric L. Billings,
attorney-in-fact

12/10/2008

__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).

Remarks:

1500 shares owned following the reported transactions on November 14, 2008 were inadvertently omitted from the original Form 4.

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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