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Peterik Paul												
Form 4												
February 16,	2010											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								PPROVAL				
							OMB Number:	3235-0287				
Check thi	is box		vv as	anngton,	D.C. 20	347				January 31,		
if no long		MENT O	F CHAN	GES IN	BENEF	ICIA	LOW	NERSHIP OF	Expires:	2005		
subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Estimated average					
Form 4 o										burden hours per response 0.8		
Form 5	Filed pu	rsuant to	Section 1	6(a) of the	e Securi	ties Ex	xchang	e Act of 1934,				
obligation may cont				•	•	· ·		f 1935 or Sectio	n			
See Instru		30(h)	of the In	vestment	Compar	iy Act	of 194	40				
1(b).												
(Print or Type F	Responses)											
(I fint of Type I	(csponses)											
			2. Issuer	2. Issuer Name and Ticker or Trading				5. Relationship of Reporting Person(s) to				
			Symbol	-					Issuer (Check all applicable)			
			Mistras									
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Check				(all applicable)					
			(Month/D	ay/Year)				Director		Owner		
	AS GROUP, IN	IC., 195	02/12/20	010				XOfficer (give below)	e title Oth below)	er (specify		
CLARKSV	ILLE ROAD							· · · · · · · · · · · · · · · · · · ·	Financial Offic	er		
	(Street)		4. If Ame	ndment, Da	te Origina	1		6. Individual or Jo	oint/Group Filii	1g(Check		
		th/Day/Year	-			Applicable Line)						
								X Form filed by (
PRINCETO	N JUNCTION,	NJ 08550	I					Person	Iore than One Re	eporung		
(City)	(State)	(Zip)	Tabl	e I - Non-D)erivative	Securi	ties Aco	uired, Disposed of	f. or Beneficial	llv Owned		
1.Title of	2. Transaction Da	ta 24 Daa		3.			-	5. Amount of	6. Ownership	-		
Security	(Month/Day/Year		Execution Date, if Transaction(A) or Disposed of (D) ny Code (Instr. 3, 4 and 5)					Securities	Form: Direct			
(Instr. 3)		any						Beneficially	(D) or			
		(Month/	Day/Year)	(Instr. 8)				Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)		
						(• >		Reported	(1130.4)	(111501. 4)		
						(A) or		Transaction(s)				
				Code V	Amoun		Price	(Instr. 3 and 4)				
Common	02/12/2010			М	13,000	А	\$	13,000	D			
Stock	02/12/2010			111	15,000	11	0.38	15,000	D			
Common								2 000	т	Decement		
Stock								2,000	Ι	By spouse		

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. Transactic Code (Instr. 8)	5. Number of orDerivative 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
Stock Option (right to buy)	\$ 0.38	02/12/2010		М	13,000	<u>(1)</u>	05/25/2015	Common Stock	13,000

Reporting Owners

Reporting Owner Name / Address		Relationships						
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other				
Peterik Paul C/O MISTRAS GROUP, INC. 195 CLARKSVILLE ROAD PRINCETON JUNCTION, NJ 0855	0		Chief Financial Officer					
Signatures								
Paul Peterik 02/16/2	.010							

**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) 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.