

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <b>FRANCIS STEVEN C</b> <hr/> (Last) (First) (Middle) <b>12400 HIGH BLUFF DRIVE</b> <hr/> (Street) <b>SAN DIEGO CA 92130</b> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>AMN HEALTHCARE SERVICES INC [ AHS ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Executive Chairman</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>05/17/2006</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	05/17/2006		M		11,000	A	\$3.8	11,100	D	
Common Stock	05/17/2006		S		11,000	D	\$21.0509	100	D	
Common Stock	05/18/2006		M		35,500	A	\$3.8	35,600	D	
Common Stock	05/18/2006		S		35,500	D	\$20.8261	100	D	
Common Stock	05/19/2006		M		11,400	A	\$3.8	11,500	D	
Common Stock	05/19/2006		S		11,400	D	\$20.7323	100	D	
Common Stock								1,200 <sup>(1)</sup>	I	Daughter Custodial
Common Stock								1,200 <sup>(2)</sup>	I	Son Custodial
Common Stock								214,422 <sup>(3)</sup>	I	Trust

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				
Restricted Stock Units	(4)						(5)	04/12/2016	Common Stock	5,555		5,555	D	
Stock Appreciation Rights	\$18.03						(6)	04/12/2016	Common Stock	4,445		4,445	D	
Stock Options (Right to buy)	\$6.68						05/14/2002	12/31/2009	Common Stock	746,493		746,493 <sup>(7)</sup>	D	
Stock Options (Right to buy)	\$9.68						05/08/2004	05/08/2013	Common Stock	200,000		200,000 <sup>(8)</sup>	D	
Stock Options (Right to buy)	\$14.94						05/18/2005	06/09/2014	Common Stock	200,000		200,000 <sup>(8)</sup>	D	
Stock Options (Right to buy)	\$15.47						09/28/2006	09/28/2015	Common Stock	100,000		100,000 <sup>(9)</sup>	D	
Stock Options (Right to buy)	\$22.98						01/17/2003	01/17/2012	Common Stock	200,000		200,000 <sup>(7)</sup>	D	

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(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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options (Right to buy)	\$3.8	05/17/2006		M			11,000 <sup>(10)</sup>	11/19/2000	11/19/2009	Common Stock	11,000	\$3.8	1,687,056	D	
Stock Options (Right to buy)	\$3.8	05/18/2006		M			35,500 <sup>(10)</sup>	11/19/2000	11/19/2009	Common Stock	35,500	\$3.8	1,651,556	D	
Stock Options (Right to buy)	\$3.8	05/19/2006		M			11,400 <sup>(10)</sup>	11/19/2000	11/19/2009	Common Stock	11,400	\$3.8	1,640,156	D	

**Explanation of Responses:**

- The Reporting Person beneficially owns and shares voting and dispositive power over such shares with his wife, as custodian for his daughter. The Reporting Person disclaims the beneficial ownership of all such Common Stock owned by his wife and daughter.
- The Reporting Person beneficially owns and shares voting and dispositive power over such shares with his wife, as custodian for his son. The Reporting Person disclaims the beneficial ownership of all such Common Stock owned by his wife and son.
- By the Francis Family Trust dated May 24, 1996 (the Trust), Mr. Francis and his wife, Gayle Francis, are each trustees of the Trust.
- The Restricted Stock Units were granted pursuant to the AMN Healthcare Equity Plan. Each Restricted Stock Unit represents a contingent right to receive one share of Common Stock.
- The Restricted Stock Units vest in the incremental amount of 33% on the earlier of (i) April 12, 2007 or (ii) the date of the Company's 2007 Annual Meeting of Stockholders; 34% on the earlier of (i) April 12, 2008 or (ii) the date of the Company's 2008 annual Meeting of Stockholders; and 33% on April 12, 2009.
- The Stock Appreciation Rights were granted pursuant to the AMN Healthcare Equity Plan. The Stock Appreciation Rights vest on the earlier of (i) April 12, 2007 or (ii) the Company's 2007 Annual Meeting of Stockholders
- These options are currently exercisable.
- The options to purchase shares of Common Stock were granted pursuant to the AMN Healthcare Services, Inc. Stock Option Plan. The shares become vested in four equal installments on the first, second, third and fourth anniversary of the grant date.
- The options to purchase shares of Common Stock were granted pursuant to the AMN Healthcare Services, Inc. Stock Option Plan. The shares become vested in two equal installments, for the right to purchase 50,000 shares on each of September 28, 2006 and 2007.
- The exercise of options and sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 16, 2006.

Steven C Francis

05/19/2006

\*\* Signature of Reporting Person

Date

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

\* 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).

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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