SEC Form 4

[]

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 |
|---|
| obligations may continue. See Instruction 1(b). |
| |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response: 05

| | | | | | 10 | r Secti | ion 30 | (n) of the In | ivestmei | nt Cor | npany Act of : | Act of 193 1940 | | | | | | | |
|---|--|--------|------------------------|------------------|--|---|---|--|--|--|--|---|--|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person* Jackson Denise L | | | | | A | or Section 30(h) of the Investment Company Act of 1940 2. Issuer Name and Ticker or Trading Symbol <u>AMN HEALTHCARE SERVICES INC</u> [AHS] | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title Other (specify | | | | | |
| (Last) (First) (Middle) 12400 HIGH BLUFF DRIVE | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 07/17/2006 | | | | | | | | X below) below) General Counsel/Sr. VP | | | | | | |
| (Street) | | | | | 4. 11 | f Amei | ndmer | nt, Date of 0 | Original | Filed (| (Month/Day/Y | ear) | 6. Inc Line) | lividual or Jo | int/Group | Filing (| Check App | olicable | |
| SAN DIEGO CA 92130 | | | | | | | | | | | | | | X Form filed by One Reporting Person Form filed by More than One Reporting | | | | | |
| (City) | (Sta | ite) (| Zip) | | | | | | | | | | | Person | | o ultur | | | |
| | | Tat | ole I - No | n-Deriv | vativ | e Se | curit | ies Acq | uired, | Dis | posed of, | or Bene | ficially | Owned | | | | | |
| Date | | | | Date | Transaction te onth/Day/Year) | | 2A. Deemed Execution Date, if any (Month/Day/Year) | | 3. Transaction Code (Instr. 8) | | 4. Securities Disposed Of | | 5. Amoun Securities Beneficia Owned Fo Reported | s lly pllowing | 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 | Transacti (Instr. 3 a | | | | . , | |
| Common S | Stock | | | 07/1 | 7/200 | 6 | | | М | | 7,500 | A | \$9.68 | 7,5 | 00 | D | | | |
| Common S | | | | | 7/200 | | | | М | | 12,500 | A | \$14.9 4 | | | | D | | |
| Common S | | | | <u> </u> | 7/2006 | | | | S | | 7,500 | D | \$21.95 | | | D | | | |
| Common S | otock | | Table II | | 7/200 | | uritia | | S | l | 12,500 | D r Popofi | \$21.95 | |) | | D | | |
| | | | | | | | | | | | onvertible | | | Jwneu | | | | | |
| 1. Title of Derivative Security (Instr. 3) | or Exercise (Month/Day/Year) Price of Derivative | | Execution Date, if any | | 4. Transaction Code (Instr. 8) | | | | 6. Date Exerc Expiration Da (Month/Day/Y | | | 7. Title and Amou of Securities Underlying Derivative Securit (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number derivative Securities Beneficiall Owned Following Reported | | | | |
| Security | Conversion or Exercise Price of Derivative Security | Date | Execution if any | Date, | Transa Code (| | Deri Sec Acq or D of (E | vative urities uired (A) isposed D) (Instr. 3, | Expirat | ion Da | ate | of Securiti Underlying Derivative | es J Security | Derivative Security | derivativ Securitie Beneficia Owned Followin Reported | re es ally g | 10. Ownershi Form: Direct (D) or Indirect (I) (Instr. 4 | p of Indired Beneficia Ownersh t (Instr. 4) | |
| Security | or Exercise Price of Derivative | Date | Execution if any | Date, y/Year) | Transa Code (| | Deri Sec Acq or D of (E | vative urities uired (A) isposed D) (Instr. 3, | Expirat | ion Da /Day/Y | ate 'ear) Expiration | of Securiti Underlying Derivative | es J Security | Derivative Security | derivativ Securitie Beneficia Owned Followin | re es ally g | Ownershi Form: Direct (D) or Indirect | p of Indired Beneficia Ownersh t (Instr. 4) | |
| Security | or Exercise Price of Derivative | Date | Execution if any | Date, y/Year) | Transa Code (8) | (Instr. | Deri Sect Acq or D of (E 4 an | vative urities uired (A) isposed)) (Instr. 3, d 5) | Expirat (Month | ion Da /Day/Y | ate 'ear) Expiration | of Securiti Underlying Derivative (Instr. 3 an | es Security d 4) Amount or Number of | Derivative Security | derivativ Securitie Beneficia Owned Followin Reported Transact | e ally g d ion(s) | Ownershi Form: Direct (D) or Indirect | Beneficia Ownersh (Instr. 4) | |
| Security (Instr. 3) Restricted | or Exercise Price of Derivative Security | Date | Execution if any | Date, y/Year) | Transa Code (8) | (Instr. | Deri Sect Acq or D of (E 4 an | vative urities uired (A) isposed)) (Instr. 3, d 5) | Expirat (Month Date Exercis | ion Da /Day/Y | tte (ear) Expiration Date | of Securiti Underlying Derivative (Instr. 3 an Title Common | es Security d 4) Amount or Number of Shares | Derivative Security | derivativ Securitie Beneficia Owned Followin Reported Transact (Instr. 4) | e ally g t ion(s) | Ownershi Form: Direct (D) or Indirec: (I) (Instr. 4 | p of Indired Beneficia Ownersh t (Instr. 4) | |
| Security (Instr. 3) Restricted Stock Units Stock Appreciation | or Exercise Price of Derivative Security (1) | Date | Execution if any | Date, y/Year) | Transa Code (8) | (Instr. | Deri Sect Acq or D of (E 4 an | vative urities uired (A) isposed)) (Instr. 3, d 5) | Expirat (Month Date Exercis | ion Da /Day/Y | Expiration Date 04/12/2016 | of Securiti Underlying Derivative (Instr. 3 an Title Common Stock Common | es Security d 4) Amount or Number of Shares 11,338 | Derivative Security | derivativ Securitie Beneficia Owned Followin Reported Transact (Instr. 4) | re es ally g d cion(s) 38 | Ownershi Form: Direct (D) or Indirect (I) (Instr. 4 | p of Indire Beneficia Ownersh t (Instr. 4) | |
| Security (Instr. 3) Restricted Stock Units Stock Appreciation Rights Stock Options (Right to | or Exercise Price of Derivative Security (1) \$18.03 | Date | Execution if any | Date, y/Year) | Transa Code (8) | (Instr. | Deri Sect Acq or D of (E 4 an | vative urities uired (A) isposed)) (Instr. 3, d 5) | Expirat (Month Date Exercis (2) (3) | ion Da Day/Y | tee Expiration Date 04/12/2016 04/12/2016 | of Securiti Underlying Derivative (Instr. 3 an Title Common Stock Common | es 3 Security d 4) Amount or Number of Shares 11,338 11,662 | Derivative Security | derivativ Securitie Beneficio Owned Followin Reportec Transact (Instr. 4) | re esally g f f f ion(s) 38 52 1 ⁽⁴⁾ | Ownershi Form: Direct (D) or Indirec (I) (Instr. 4 | p of Indire Beneficia Ownersh t (Instr. 4) | |
| Security (Instr. 3) Restricted Stock Units Stock Lunits Stock Appreciation Rights Stock Options (Right to buy) Stock Options (Right to | or Exercise Price of Derivative Security (1) \$18.03 \$9.09 | Date | Execution if any | Date, y/Year) | Transa Code (8) | (Instr. | Deri Sect Acq or D of (E 4 an | vative urities uired (A) isposed)) (Instr. 3, d 5) | Expirat (Month Date Exercis (2) (3) 07/24/2 | ion Da Day/Y | tate expiration Date 04/12/2016 04/12/2016 07/24/2011 | of Securiti Underlying Derivative (Instr. 3 an Title Common Stock Common Stock Common | es 3 Security d 4) Amount or Number of Shares 11,338 11,662 22,441 | Derivative Security | derivativ Securitie Beneficie Owned Followin Reportee Transact (Instr. 4) | e ess ally g f ion(s) 88 52 1 ⁽⁴⁾ | Ownershi Form: Direct (D) or Indirec: (I) (Instr. 4 D D | p of Indire Beneficia Ownersh t (Instr. 4) | |
| Security (Instr. 3) Restricted Stock Units Stock Units Stock Appreciation Rights Stock Options (Right to buy) Stock Options (Right to buy) Stock Options (Right to buy) | or Exercise Price of Derivative Security (1) \$18.03 \$9.09 \$14.86 | Date | Execution if any | Date, y/Year) | Transa Code (8) | (Instr. | Deri Sect Acq or D of (E 4 an | vative urities uired (A) isposed)) (Instr. 3, d 5) | Expirat (Month Date Exercis (2) (3) 07/24/2 05/04/2 | ion De De John | tteer) Expiration Date 04/12/2016 04/12/2016 07/24/2011 05/04/2015 | of Securiti Underlying Derivative (Instr. 3 and Title Common Stock Common Stock Common Stock Common Stock | es 3 Security d 4) Amount or Number of Shares 11,338 11,662 22,441 65,000 | Derivative Security | derivativ Securitie Beneficio Owned Followin Reportee Transact (Instr. 4) | e esally g f ion(s) 38 52 1(4) 0(4) | Ownershi Form: Direct (D) or Indirec (I) (Instr. 4 D D D D | p of Indire Benefici Ownersl t (Instr. 4) | |

2. The Restricted Stock Units vest on April 12, 2009, provided, however, the Restricted Stock units shall vest on an accelerated bases on May 12, 2007, in the incremental amount of 33% should the Company achieve or exceed specified earnings before interest, depreciation, taxes and amortization (EBIDTA) targets for fiscal year 2006 and on April 12, 2008, in the amount of 34% should the Company achieve or exceed specified EBIDTA targets and that such Restricted Stock Units shall have a term of ten years unless earlier terminated in accordance with the Plan or the applicable Restricted Stock Units Agreement. The settlement date of the Restricted Stock Units shall be the vesting date unless the grantee otherwise elects under the terms of the Company's 2005 Amended and Restated Executive Nonqualified Excess Plan.

3. The Stock Appreciation Rights were granted pursuant to the AMN Healthcare Equity Plan. The Stock Appreciation Rights vest over three years on the anniversary of the date of the grant in increments of 33%,

34% and 33% respectively. 4. 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.

5. The exercise and sales reported in the Form 4 were effected pursuant to a Rule 10b5-1 trading plan.

Denise L. Jackson

07/19/2006

Date

** Signature of Reporting Person

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.