

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* <u>STERN ANDREW M</u>  (Last) (First) (Middle) <u>C/O SUNWEST COMMUNICATIONS, INC.</u> <u>2 LINCOLN CENTRE</u>  (Street) <u>DALLAS TX 75240</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AMN HEALTHCARE SERVICES INC [ AHS ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/12/2012</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/12/2012		M		16,168	A	\$5.81	27,668	D	

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	(1)							(2)	(3)	Common Stock	6,009	6,009	D	
Stock Appreciation Rights	\$16.18							(5)	04/08/2018	Common Stock	5,168	5,168	D	
Restricted Stock Units	(1)							(6)	(3)	Common Stock	4,048	4,048	D	
Stock Appreciation	\$24.95							(4)	04/18/2017	Common Stock	3,482	3,482	D	
Stock Options (Right to buy)	\$9.68							05/08/2004	05/08/2013	Common Stock	6,000	6,000	D	
Stock Options (Right to buy)	\$14.94							05/18/2005	05/18/2014	Common Stock	60,000	60,000	D	
Restricted Stock Units	(1)							(7)	(3)	Common Stock	9,563	9,563	D	
Stock Appreciation Rights	\$6							(8)	04/09/2019	Common Stock	8,224	8,224	D	
Restricted Stock Units	(1)							(9)	(3)	Common Stock	9,563	9,563	D	
Stock Appreciation Rights	\$8.83							(10)	04/13/2020	Common Stock	8,224	8,224	D	
Restricted Stock Units	(1)	04/12/2012		M <sup>(12)</sup>		16,168		(11)	(3)	Common Stock	16,168	(1)	0	D

Explanation of Responses:

- 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 were granted on April 8, 2008 and vest in the incremental amount of 33% on the earlier of (i) April 8, 2009 or (ii) the date of the Company's 2009 Annual Meeting of Stockholders; 34% on the earlier of (i) April 8, 2010 or (ii) the date of the Company's 2010 Annual Meeting of Stockholders; and 33% on the earlier of (i) April 8, 2011 or (ii) the date of the Company's 2011 Annual Meeting of Stockholders. The Restricted Stock Units settle on the date of the director's termination of service with the Company.
- Restricted Stock Units do not have an expiration date.
- The Stock Appreciation Rights were granted on April 18, 2007 and vest on the earlier of (i) April 18, 2008 or (ii) the Company's 2008 Annual Meeting of Stockholders.
- The Stock Appreciation Rights were granted on April 8, 2008 and vest on the earlier of (i) April 8, 2009 or (ii) the Company's 2009 Annual Meeting of Stockholders.
- The Restricted Stock Units were granted on April 18, 2007 and vest in the incremental amount of 33% on the earlier of (i) April 18, 2008 or (ii) the date of the Company's 2008 Annual Meeting of Stockholders;

34% on the earlier of (i) April 18, 2009 or (ii) the date of the Company's 2009 Annual Meeting of Stockholders; and 33% on the earlier of (i) April 18, 2010 or (ii) the date of the Company's 2010 Annual Meeting of Stockholders. The Restricted Stock Units settle on the date of the director's termination of service with the Company.

7. The Restricted Stock Units were granted on April 9, 2009 and vest in the incremental amount of 33% on the earlier of (i) April 9, 2010 or (ii) the date of the Company's 2010 Annual Meeting of Stockholders; 34% on the earlier of (i) April 9, 2011 or (ii) the date of the Company's 2011 Annual Meeting of Stockholders; and 33% on the earlier of (i) April 9, 2012 or (ii) the date of the Company's 2012 Annual Meeting of Stockholders. The Restricted Stock Units settle on the date of the director's termination of service with the Company.

8. The Stock Appreciation Rights were granted on April 9, 2009 and vest on the earlier of (i) April 9, 2010 or (ii) the date of the Company's 2010 Annual Meeting of Stockholders.

9. The Restricted Stock Units were granted on April 13, 2010 and vest in the incremental amount of 33% on the earlier of (i) April 13, 2011 or (ii) the date of the Company's 2011 Annual Meeting of Stockholders; 34% on the earlier of (i) April 13, 2012 or (ii) the date of the Company's 2012 Annual Meeting of Stockholders; and 33% on the earlier of (i) April 13, 2013 or (ii) the date of the Company's 2013 Annual Meeting of Stockholders. The Restricted Stock Units settle on the date of the director's termination of service with the Company.

10. The Stock Appreciation Rights were granted on April 13, 2010 and vest on the earlier of (i) April 13, 2011 or (ii) the date of the Company's 2011 Annual Meeting of Stockholders.

11. The Restricted Stock Units were granted on April 12, 2011 and vest on the earlier of (i) April 12, 2012 or (ii) the date of the Company's 2012 Annual Meeting of Stockholders.

12. Common Stock acquired on the vesting of Restricted Stock Units.

Andrew M. Stern

04/12/2012

\*\* 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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