

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Henderson Ralph</u>			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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President, Healthcare Staffing</u>
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/17/2015</u>		
12400 HIGH BLUFF DRIVE			4. If Amendment, Date of Original Filed (Month/Day/Year)		
(Street) <u>SAN DIEGO CA 92130</u>					6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)			

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	02/17/2015		S ⁽¹⁾		18,400	D	\$21.0363 ⁽²⁾	80,728	D	
Common Stock	02/18/2015		S ⁽³⁾		100	D	\$21.01	80,628	D	
Common Stock	02/19/2015		M ⁽⁴⁾		4,435	A	\$0	85,063	D	
Common Stock	02/19/2015		F ⁽⁵⁾		2,314	D	\$20.69	82,749	D	
Common Stock	02/19/2015		M ⁽⁴⁾		3,314	A	\$0	86,063	D	
Common Stock	02/19/2015		F ⁽⁵⁾		1,729	D	\$20.69	84,334	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						Amount or Number of Shares
Restricted Stock Units	⁽⁶⁾	02/19/2015		M		4,435		⁽⁷⁾	⁽⁸⁾	Common Stock	4,435	\$0	4,304	D	
Restricted Stock Units	⁽⁶⁾	02/19/2015		M		3,314		⁽⁹⁾	⁽⁸⁾	Common Stock	3,314	\$0	6,728	D	

Explanation of Responses:

- The sale of 18,400 shares of common stock reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- The price reported in this row represents a weighted average price of \$21.0363 per share. These shares were sold in multiple transactions at prices ranging from \$21.00 to \$21.21, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.
- The sale of 100 shares of common stock reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- Common Stock acquired on the vesting of Restricted Stock Units.
- Number of shares withheld for tax purposes.
- 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 identified in this row were granted on January 3, 2013 and vest on the third anniversary of the grant date, provided, however, the Restricted Stock Units shall vest on an accelerated basis thirteen months after the grant date, in the incremental amount of 33% of the original number of Restricted Stock Units granted, should the Company achieve or exceed a certain specified earnings before interest, taxes, depreciation and amortization (EBITDA) threshold for the previous fiscal year and on the second anniversary of the grant date, in the amount of 34% of the original number of Restricted Stock Units granted, should the Company achieve or exceed the specified EBITDA target for the 2014 fiscal year. The Company met its 2014 EBITDA threshold, and accordingly the Restricted Stock Units set forth in this row vested on February 19, 2015.
- Restricted Stock Units do not have an expiration date.
- The Restricted Stock Units identified in this row were granted on January 3, 2014 and vest on the third anniversary of the grant date, provided, however, the Restricted Stock Units shall vest on an accelerated basis thirteen months after the grant date, in the incremental amount of 33% of the original number of Restricted Stock Units granted, should the Company achieve or exceed a certain specified earnings before interest, taxes, depreciation and amortization (EBITDA) threshold for the previous fiscal year and on the second anniversary of the grant date, in the amount of 34% of the original number of Restricted Stock Units granted, should the Company achieve or exceed the specified EBITDA target for the 2015 fiscal year. The Company met its 2014 EBITDA threshold, and accordingly the Restricted Stock Units set forth in this row vested on February 19, 2015.

/s/ Ralph Henderson

02/19/2015

** 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.

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.