SEC Form 4

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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
Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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
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1. Name and Addre	ss of Reporting Perso / <mark>SKI SUSAN</mark>	n*		_		^{mbol} VICES INC [tionship of Reportin all applicable) Director	g Person(s) to Is 10% (
(Last) 12400 HIGH BI	(First) LUFF DRIVE	(Middle)	3. Date 03/01/	of Earliest Transac 2007	tion (Month/D	ay/Year)	X	Officer (give title below) Presiden	Other below t and CEO	(specify)		
(Street) SAN DIEGO	СА	92130	4. If An	nendment, Date of (Driginal Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting					
(City)	(State)	(Zip)						Person				
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1. Title of Security	(Instr. 3)		2. Transaction Date	2A. Deemed Execution Date,	3. Transaction	4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4		5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect		

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 Disposed Of			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		(1130. 4)	
Common Stock	03/01/2007		М		5,000	A	\$9.68	5,300	D		
Common Stock	03/01/2007		М		4,405	A	\$9.68	9,705	D		
Common Stock	03/01/2007		М		395	A	\$14.86	10,100	D		
Common Stock	03/01/2007		М		100	A	\$14.86	10,200	D		
Common Stock	03/01/2007		М		100	A	\$14.86	10,300	D		
Common Stock	03/01/2007		S		395	D	\$27.1	9,905	D		
Common Stock	03/01/2007		S		4,405	D	\$27.1	5,500	D		
Common Stock	03/01/2007		S		100	D	\$27.11	5,400	D		
Common Stock	03/01/2007		S		100	D	\$27.13	5,300	D		
Common Stock	03/01/2007		S		5,000	D	\$27.5	300	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. Transa Code (8)				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				
Restricted Stock Units	(1)							(2)	04/12/2016	Common Stock	55,000		55,000	D	
Stock Appreciation Rights	\$18.03							(3)	04/12/2016	Common Stock	43,250		43,250	D	
Stock Options (Right to buy)	\$14.94							05/18/2005	06/09/2014	Common Stock	160,000		160,000 ⁽⁴⁾	D	
Stock Options (Right to buy)	\$22.98							01/17/2003	01/17/2012	Common Stock	60,000		60,000 ⁽⁴⁾	D	
Stock Options (Right to buy)	\$9.68	03/01/2007		М			4,405	05/08/2004	05/08/2013	Common Stock	4,405 ⁽⁵⁾	\$9.68	35,000 ⁽⁴⁾	D	
Stock Options (Right to buy)	\$9.68	03/01/2007		М			5,000	05/08/2004	05/08/2013	Common Stock	5,000 ⁽⁵⁾	\$9.68	30,000 ⁽⁴⁾	D	
Stock Options (Right to buy)	\$14.86	03/01/2007		М			395	05/04/2006	05/04/2015	Common Stock	395 ⁽⁵⁾	\$14.86	199,605 ⁽⁴⁾	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. Transa Code (8)				6. Date Exerc Expiration Da (Month/Day/)	ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	ive derivative y Securities	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v			Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options (Right to buy)	\$14.86	03/01/2007		М			100	05/04/2006	05/04/2015	Common Stock	100 ⁽⁵⁾	\$14.86	199,505 ⁽⁴⁾	D	
Stock Options (Right to buy)	\$14.86	03/01/2007		М			100	05/04/2006	05/04/2015	Common Stock	100 ⁽⁵⁾	\$14.86	199,405 ⁽⁴⁾	D	

Explanation of Responses:

1. 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.

2. The Restricted Stock Units vest on April 12, 2009, provided, however, the Restricted Stock Units shall vest on an accelerated basis on May 12, 2007, in the incremental amount of 33% should the Company achieve or exceed specified earnings before interest, depreciation, taxes and amoritization (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 exercises and sales reported in the Form 4 were effected pursuant to a Rule 10b5-1 trading plan.

<u>Susan R Nowakowski</u>

** Signature of Reporting Person

<u>03/05/2007</u> 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.