

| OMB APPROVAL | |
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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

| | | |
|---|---|---|
| 1. Name and Address of Reporting Person* GOLDMAN SACHS GROUP INC (Last) (First) (Middle) 200 WEST STREET (Street) NEW YORK NY 10282 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol AMN HEALTHCARE SERVICES INC [AHS] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) 04/12/2011 | |
| 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 | 04/12/2011 | | M | | 2,071 | A | \$0 ⁽³⁾⁽⁴⁾ | 3,042,709 | I | See footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾ |

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 | \$0 ⁽³⁾⁽⁴⁾ | 04/12/2011 | | M | | 2,071 | | 04/12/2011 ⁽⁴⁾ | 04/12/2011 ⁽⁴⁾ | Common Stock ⁽⁴⁾ | 2,071 | 0 ⁽⁴⁾ | I | See footnotes ⁽¹⁾⁽³⁾⁽⁴⁾ |

1. Name and Address of Reporting Person*
GOLDMAN SACHS GROUP INC
 (Last) (First) (Middle)
200 WEST STREET
 (Street)
NEW YORK NY 10282
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
GOLDMAN SACHS & CO
 (Last) (First) (Middle)
200 WEST STREET
 (Street)
NEW YORK NY 10282
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
GSUIG, L.L.C.
 (Last) (First) (Middle)
200 WEST STREET
 (Street)

NEW YORK NY 10282

(City) (State) (Zip)

Explanation of Responses:

1. See Exhibit 99.1.
2. See Exhibit 99.1.
3. See Exhibit 99.1.
4. See Exhibit 99.1.

/s/ Kevin P. Treanor, Attorney-
in-fact 04/14/2011

/s/ Kevin P. Treanor, Attorney-
in-fact 04/14/2011

/s/ Kevin P. Treanor, Attorney-
in-fact 04/14/2011

** 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.

(1) This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman, Sachs & Co. ("Goldman Sachs"), GSUIG, L.L.C. ("GSUIG", and together with GS Group and Goldman Sachs, the "Reporting Persons"). Goldman Sachs is a wholly-owned subsidiary of GS Group. Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.

(2) Goldman Sachs beneficially owns directly, and GS Group may be deemed to beneficially own indirectly, 28,184 shares of common stock, par value \$0.01 per share (the "Common Stock"), of AMN Healthcare Services, Inc. (the "Company"). Goldman Sachs and GS Group may be deemed to beneficially own indirectly 3,012,454 shares of Common Stock by reason of the direct beneficial ownership of such shares by GSUIG. GS Group is the sole member of GSUIG and Goldman Sachs serves as the investment manager for GSUIG. Goldman Sachs also holds open short positions of 365,889 shares of Common Stock. The increase in Goldman Sachs' short position is the result of a change of its information barriers as a result of an internal reorganization.

(3) Each Restricted Stock Unit represents a contingent right to receive one share of Common Stock.

(4) GS Group may be deemed to beneficially own 2,071 shares of the Company's Common Stock underlying Restricted Stock Units that were granted to Martin Chavez, a former managing director of Goldman Sachs in his capacity as a director of the Company, pursuant to the AMN Healthcare Equity Plan. The 2,071 Restricted Stock Units vested on April 12, 2011. Mr. Chavez resigned from the Company's board of directors on April 12, 2011 and the 2,071 shares of Common Stock underlying the vested Restricted Stock Units settled on April 12, 2011 following his resignation without the payment of any consideration. Any remaining Restricted Stock Units that had not vested are no longer eligible for vesting or Common Stock delivery. Mr. Chavez has an understanding with GS Group pursuant to which such Restricted Stock Units and shares of Common Stock are held for the sole benefit of GS Group.