FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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| | | | |
| STATEMENT | OF CHANGES | IN BENEFICIAL | OWNERSHIP |

hours per response

OMB Number: 3235-0287 Estimated average burden

0.5

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

2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person* (Check all applicable) AMN HEALTHCARE SERVICES INC SALKA SUSAN R Director 10% Owner X AHS] Officer (give title Other (specify (Last) (First) (Middle) below) below) 3. Date of Earliest Transaction (Month/Day/Year) President and CEO 12400 HIGH BLUFF DRIVE 11/08/2010 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) (Street) 92130 **SAN DIEGO** CA Form filed by One Reporting Person Form filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) 2A. Deemed Execution Date, 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 6. Ownership Form: Direct (D) or Indirect 2. Transaction 5. Amount of 7. Nature of Indirect Beneficial Transaction Securities (Month/Day/Year) Beneficially if any Code (Instr. 8) (Month/Day/Year) Owned Following (I) (Instr. 4) Ownership (Instr. 4) Transaction(s) (A) or (D) Code Price Amount (Instr. 3 and 4) Common Stock 11/08/2010 \$4.85(9) 47,327 P 8,000 A D

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | | | | | | | |
|--|------------|--|---|---|---|---|-----|--|--------------------|---|-------------------------------------|---|--|--|--|
| Derivative Security (Instr. 3) | Conversion | 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 | Title | Amount or Number of Shares | | | | |
| Restricted Stock Units | (1) | | | | | | | (2) | (3) | Common Stock | 55,000 | | 55,000 | D | |
| Stock Appreciation Rights | \$18.03 | | | | | | | (8) | 04/12/2016 | Common Stock | 43,250 | | 43,250 | D | |
| Stock Options (Right to buy) | \$9.68 | | | | | | | 05/08/2004 | 05/08/2013 | Common Stock | 39,405 | | 39,405 ⁽⁴⁾ | D | |
| Stock Options (Right to buy) | \$14.94 | | | | | | | 05/18/2005 | 05/18/2014 | Common Stock | 160,000 | | 160,000 ⁽⁴⁾ | D | |
| Stock Options (Right to buy) | \$14.86 | | | | | | | 05/04/2006 | 05/04/2015 | Common Stock | 185,000 | | 185,000 ⁽⁴⁾ | D | |
| Restricted Stock Units | (1) | | | | | | | (5) | (3) | Common Stock | 71,681 | | 71,681 | D | |
| Stock Appreciation Rights | \$16.18 | | | | | | | (8) | 04/08/2018 | Common Stock | 61,646 | | 61,646 | D | |
| Restricted Stock Units | (1) | | | | | | | (6) | (3) | Common Stock | 67,782 | | 67,782 | D | |
| Stock Appreciation Rights | \$8.71 | | | | | | | (8) | 01/07/2019 | Common Stock | 116,586 | | 116,586 | D | |
| Restricted Stock Units | (1) | | | | | | | (7) | (3) | Common Stock | 112,111 | | 112,111 | D | |
| Stock Appreciation Rights | \$8.78 | | | | | | | (8) | 02/02/2020 | Common Stock | 193,949 | | 193,949 | 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 were granted on April 12, 2006 and vested on April 12, 2009, provided, however, 33% of the Restricted Stock Units vested on an accelerated basis on May 12, 2007, due to the Company achieving specified earnings before interest, taxes, depreciation and amortization (EBITDA) targets for fiscal year 2006. The settlement date of the Restricted Stock Units is based on the grantee's elected distribution date under the terms of the Company's 2005 Amended and Restated Executive Nonqualified Excess Plan.
- 3. Restricted Stock Units do not have an expiration date.
- 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 Restricted Stock Units were granted on April 8, 2008 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% should the Company achieve or exceed specified earnings before interest, taxes, depreciation and amortization (EBITDA) target for the previous fiscal year and on the second anniversary of the grant date in the amount of 34% should the Company's 2005 Amended and Restated Eexcutive Nonqualified Excess Plan.
- 6. The Restricted Stock Units were granted on January 7, 2009 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% should the Company achieve or exceed specified earnings before interest, taxes, depreciation and amortization (EBITDA) target for the previous fiscal year and on the second anniversary of the grant date in the amount of 34% should the Company achieve or exceed EBITDA target for the previous fiscal year. 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.
- 7. The Restricted Stock Units were granted on February 2, 2010 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% should the Company achieve or exceed 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% should the Company achieve or exceed EBITDA threshold for the previous fiscal year. 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.
- 8. The Stock Appreciation Rights were granted pursuant to the AMN Healthcare Equity Plan and vest over three years on the anniversary of the date of the grant in increments of 33%, 34% and 33% respectively.
- 9. This transaction was executed in multiple trades at prices ranging from \$4.81 to \$4.88. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

<u>Susan R. Salka</u> <u>11/09/2010</u>

** 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.