SEC Form 4

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

1. Name and Address of Reporting Person[*] Scott Brian M.	2. Issuer Name **and** Ticker or Trading Symbol AMN HEALTHCARE SERVICES INC [AHS]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle) 12400 HIGH BLUFF DRIVE, SUITE 100	3. Date of Earliest Transaction (Month/Day/Year) 01/05/2016	Director 10% Owner X Officer (give title below) Other (specify below) CFO/CAO
(Street) SAN DIEGO CA 92130 (City) (State) (Zip)	4. If Amendment, Date of Original 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 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	01/05/2016		A[(1)]		23,412	A	$0.00	82,477	D	
Common Stock	01/05/2016		F[(2)]		8,770	D	$30.18	73,707	D	
Common Stock	01/06/2016		S[(3)]		16,594	D	$29.2128[(4)]	57,113	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	Title	Amount or Number of Shares				
Restricted Stock Units	[(5)]	01/05/2016		A		6,958		[(6)]	[(7)]	Common Stock	6,958	$0.00	6,958	D	

Explanation of Responses:

1. The acquisition of common stock set forth in this row resulted from the vesting of a Performance Restricted Stock Unit ("PRSU") award granted by the Company on January 3, 2013. The ultimate number of PRSUs that could have been earned and vested under this award depended on (1) the total shareholder return for the Company relative to the companies in the Russell 2000 Index as of December 31, 2012 for the 3-year period beginning on January 1, 2013 and ended December 31, 2015 ("Relative TSR") and (2) whether the Company's absolute total shareholder return for the same period was positive or negative (collectively, the "TSR Measurement"). The Compensation Committee performed the TSR Measurement for this award on January 5, 2016. The Company's Relative TSR measured in the 92nd percentile and its absolute total shareholder return for the period was positive. Based on these results, the maximum amount of PRSUs for this award were deemed earned and vested.

2. Number of shares withheld for tax purposes.

3. The sale of 16,594 shares of Common Stock reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

4. The price reported in Column 4 represents a weighted average price of $29.2128 per share. These shares were sold in multiple transactions at prices ranging from $28.70 to $29.85, 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.

5. 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.

6. The Restricted Stock Units were granted on January 5, 2016 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 a certain specified earnings before interest, taxes, depreciation and amortization (EBITDA) target for the 2016 fiscal year and on the second anniversary of the grant date in the amount of 34% should the Company achieve or exceed the specified EBITDA target for the 2017 fiscal year.

7. Restricted Stock Units do not have an expiration date.

Remarks:

/s/ Brian M. Scott   01/07/2016
** 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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