## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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	OMB APPROVAL

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# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

					or s	sectio	ภา 30(r	ı) or tne	Investment	Cor	прапу Аст	JI 1940								
1. Name and Address of Reporting Person*  HARRIS R JEFFREY						1N ]			ker or Tradii CARE S				Check a X	all applica Director	r		10% Owner			
(Last) (First) (Middle) 18235 W. BURLEIGH RD.					3. Date of Earliest Transaction (Month/Day/Year) 04/13/2010										Officer (give title Other (specification) below)					
(Street) BROOKFIELD WI 53045					4. If .									6. Individual or Joint/Group Filing (Che Line)  X Form filed by One Reporting Form filed by More than One Person					Person	
(City)																				
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3) 2. Transaction 3. Transaction 4. Securities Acquired (A) or Transaction 3. Transaction 4. Security (Instr. 3)																			
1. Title of Security (Instr. 3)				Date	nsaction n/Day/Year)		2A. Deemed Execution Date if any (Month/Day/Yea		Code (li 8)	nstr.	Disposed 5)	ties Acquired (A) of Of (D) (Instr. 3, 4 a		4 and Securitie Beneficia Owned F Reported		es For ally (D) Following (I) (		: Direct Indirect str. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock								Code	v —	Amount	(D)			(Instr. 3 and 4)		(4)				
		T	able II -	<u> </u> Deriva	tive S	Secu	ırities	s Aca	uired, Di	spo	sed of.	or Bene	ficial	lv Ow						
	î								, option											
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deeme Execution if any (Month/Da	Date,	4. Transaction Code (Instr. 8)				6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Am of Securities Underlying Derivative Secu (Instr. 3 and 4)		Derivative Security		9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s (Instr. 4)		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)		
				Code V		v	(A)	(D)	Date Exercisabl		Expiration Date	Title	Amou or Numb of Share	er						
Restricted Stock Units	(1)								(2)		(3)	Common Stock	5,55	5		5,555		D		
Restricted Stock Units	(1)								(4)		(3)	Common Stock	4,04	8		4,048		D		
Stock Appreciation Rights	\$18.03								(5)	-	04/12/2016	Common Stock	4,45	5		4,455		D		
Stock Appreciation Rights	\$24.95								(6)	,	04/18/2017	Common Stock	3,48	2		3,482		D		
Stock Options (Right to buy)	\$15.47								09/28/200	6 (	09/28/2015	Common Stock	10,00	00		10,000		D		
Restricted Stock Units	(1)								(7)		(3)	Common Stock	6,00	9		6,009		D		
Stock Appreciation Rights	\$16.18								(8)	1	04/08/2018	Common Stock	5,16	8		5,168		D		
Restricted Stock Units	(1)								(9)		(3)	Common Stock	9,56	3		9,563		D		
Stock Appreciation Rights	\$6								(10)	•	04/09/2019	Common Stock	8,22	4		8,224		D		
Restricted Stock Units	(1)	04/13/2010			A			9,563	(11)	T	(3)	Common Stock	9,56	3	(1)	9,563		D		
Stock Appreciation Rights	\$8.83	04/13/2010			A			8,224	(12)		04/13/2020	Common Stock	8,22	4 \$	\$8.83	8,224		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 vest in the incremental amount of 33% on the earlier of (i) April 12, 2007 or (ii) the date of the Company's 2007 Annual Meeting of Stockholders; 34% on the earlier of (i) April 12, 2008 or (ii) the date of the Company's 2008 Annual Meeting of Stockholders; and 33% on the earlier of (i) April 12, 2009 or (ii) the date of the Company's 2009 Annual Meeting of Stockholders. The Restricted Stock Units settle on the date of the director's termination of service with the Company.
- 3. Restricted Stock Units do not have an expiration date.
- 4. The Restricted Stock Units were granted on April 18, 2007 and vest in the incremental amount of 33% on the earlier of (i) April 18, 2008 or (ii) the date of the Company's 2008 Annual Meeting of Stockholders; 34% on the earlier of (i) April 18, 2010 or (ii) the date of the Company's 2010 Annual Meeting of Stockholders. The Restricted Stock Units settle on the date of the director's termination of service with the Company.

- 5. The Stock Appreciation Rights were granted on April 12, 2006 and vest on the earlier of (i) April 12, 2007 or (ii) the date of the Company's 2007 Annual Meeting of Stockholders.
- 6. The Stock Appreciation Rights were granted on April 18, 2007 and vest on the earlier of (i) April 18, 2008 or (ii) the date of the Company's 2008 Annual Meeting of Stockholders.
- 7. The Restricted Stock Units were granted on April 8, 2008 and vest in the incremental amount of 33% on the earlier of (i) April 8, 2009 or (ii) the date of the Company's 2009 Annual Meeting of Stockholders; 34% on the earlier of (i) April 8, 2010 or (ii) the date of the Company's 2011 Annual Meeting of Stockholders. The Restricted Stock Units settle on the date of the director's termination of service with the Company.
- 8. The Stock Appreciation Rights were granted on April 8, 2008 and vest on the earlier of (i) April 9, 2009 or (ii) the Company's 2009 Annual Meeting of Stockholders.
- 9. The Restricted Stock Units were granted on April 9, 2009 and vest in the incremental amount of 33% on the earlier of (i) April 9, 2010 or (ii) the date of the Company's 2010 Annual Meeting of Stockholders; 34% on the earlier of (i) April 9, 2011 or (ii) the date of the Company's 2012 Annual Meeting of Stockholders; and 33% on the earlier of (i) April 9, 2012 or (ii) the date of the Company's 2012 Annual Meeting of Stockholders. The Restricted Stock Units settle on the date of the director's termination of service with the Company.
- 10. The Stock Appreciation Rights were granted on April 9, 2009 and vest on the earlier of (i) April 9, 2010 or (ii) the date of the Company's 2010 Annual Meeting of Stockholders.
- 11. The Restricted Stock Units were granted on April 13, 2010 and vest in the incremental amount of 33% on the earlier of (i) April 13, 2011 or (ii) the date of the Company's 2011 Annual Meeting of Stockholders; 34% on the earlier of (i) April 13, 2012 or (ii) the date of the Company's 2012 Annual Meeting of Stockholders; and 33% on the earlier of (i) April 13, 2013 or (ii) the date of the Company's 2013 Annual Meeting of Stockholders. The Restricted Stock Units settle on the date of the director's termination of service with the Company.
- 12. The Stock Appreciation Rights were granted on April 13, 2010 and vest on the earlier of (i) April 13, 2011 or (ii) the date of the Company's 2011 Annual Meeting of Stockholders.

<u>R. Jeffrey Harris</u> 04/14/2010

\*\* 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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