SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Scott Brian M (Last) (Fi	Scott Brian M.		2. Date of Event Requiring Statement (Month/Day/Year) 01/24/2011		3. Issuer Name and Ticker or Trading Symbol <u>AMN HEALTHCARE SERVICES INC</u> [AHS] 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner				
					X Officer (give title below)	Other (specify below)		6. Individual or Joint/Group Filing (Check Applicable Line)	
(Street)					CFO/CAO			X Form filed by	y One Reporting Person
SAN DIEGO CA 92130								Form filed by Reporting P	y More than One erson
(City) (S	State)	(Zip)							
Table I - Non-Derivative Securities Beneficially Owned									
1. Title of Security (Instr. 4)					2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)			Beneficial Ownership
Common Stock					3,937	D			
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)									
1. Title of Derivative Security (Instr. 4)			2. Date Exercisable an Expiration Date (Month/Day/Year)		d 3. Title and Amount of Securit Underlying Derivative Securit		4. Conversio or Exercis	cise Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
			Date Exercisable	Expiratio Date	on Title	Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Appreciatio	on Rights		(1)	01/07/201	19 Common Stock	12,954	8.71	D	
Restricted Stock Units			(4)	(3)	Common Stock	3,435	(2)	D	
Restricted Stock Units			(5)	(3)	Common Stock	7,500	(2)	D	
Restricted Stock Units			(6)	(3)	Common Stock	7,531	(2)	D	
Restricted Stock Units			(7)	(3)	Common Stock	837	(2)	D	
Restricted Stock Units			(8)	(3)	Common Stock	487	(2)	D	
Restricted Stock Units			(9)	(3)	Common Stock	18,454	(2)	D	
Restricted Stock Units			(10)	(3)	Common Stock	2,438	(2)	D	

Explanation of Responses:

1. The Stock Appreciation Rights were granted on January 7, 2009 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.

2. 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.

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

4. The Restricted Stock Units ("RSUs") were granted on April 8, 2008 and vest on the third anniversary of the grant, 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 specified EBITDA target for the previous fiscal year.

5. The RSUs were granted on September 10, 2008 and vest on the fourth anniversary of the grant date.

6. The Restricted Stock Units ("RSUs") were granted on January 7, 2009 and vest on the third anniversary of the grant, 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 specified EBITDA target for the previous fiscal year.
7. The RSUs were granted on April 9, 2009 and vest over three years on the anniversary of the date of the grant in increments of 33%, 34% and 33% respectively.

8. The RSUs were granted on December 10, 2009 and vest on the first anniversary of the grant in the increment of 67%, and the remainder on April 8, 2011.

9. The RSUs were granted on February 2, 2010 and vest according to the following schedule: 33% on and after the 13th month anniversary of the grant date, 34% on the second anniversary of the grant date and 33% on the third anniversary of the grant date.

10. The RSUs were granted on March 12, 2010 and vest according to the following schedule: 33% on and after the 13th month anniversary of the grant date, 34% on the second anniversary of the grant date and 33% on the third anniversary of the grant date.

Brian M. Scott

** Signature of Reporting Person

01/24/2011

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 5 (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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