

**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

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>Henderson Ralph</u>  (Last) (First) (Middle) 12400 HIGH BLUFF DRIVE  (Street) SAN DIEGO CA 92130  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AMN HEALTHCARE SERVICES INC [ AHS ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President, Healthcare Staffing</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/05/2016</u>	
	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	01/05/2016		A <sup>(1)</sup>		29,264	A	\$0.00	73,202	D	
Common Stock	01/05/2016		F <sup>(2)</sup>		11,065	D	\$30.18	62,137	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
Restricted Stock Units	(3)	01/05/2016		A		6,958		(4)	(5)	Common Stock	6,958	\$0.00	6,958	D	

**Explanation of Responses:**

- 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.
- Number of shares withheld for tax purposes.
- 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.
- 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.
- Restricted Stock Units do not have an expiration date.

**Remarks:**

/s/ Ralph S. Henderson                      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.

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.