SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

Henderson Ralph			. Date of Event Requiring Stater Month/Day/Yea 19/04/2007	nent	3. Issuer Name and Ticker or Trading Symbol <u>AMN HEALTHCARE SERVICES INC</u> [AHS]					
(Last)	(First) BLUFF DRIVE	(Middle)			4. Relationship of Reporting Perso (Check all applicable) Director	on(s) to Issue 10% Owne	(Mor	5. If Amendment, Date of Original Filed (Month/Day/Year)		
					X Officer (give title below)	Other (spe below)		6. Individual or Joint/Group Filing (Check Applicable Line)		
(Street)					President, Nurse Sta	ffing Div.	X	X Form filed by One Reporting Person		
SAN DIEGO	CA	92130						Form filed by Reporting P	y More than One erson	
(City)	(State)	(Zip)								
Table I - Non-Derivative Securities Beneficially Owned										
1. Title of Security (Instr. 4)					Amount of Securities eneficially Owned (Instr. 4)			4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)										
1. Title of Derivative Security (Instr. 4)		2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr.		4. Conversion or Exercise	5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)		
		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	or Indirect (I) (Instr. 5)			
Restricted Stoc	k Units		(2)	(3)	Common Stock	19,910	(1)	D		
Stock Apprecia	ation Rights		(4)	09/04/2017	Common Stock	22,014	17.86	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 vest on the third anniversary of the grant, provided however, the Restricted Stock Units shall vest on an accelerated basis on the 13th month anniversary of the grant, in the incremental amount of 33% should the Company achieve or exceed specified earnings before interest, depreciation, taxes and amortization (EBIDTA) targets for fiscal year 2007 and on the second anniversary of the grant, in the amount of 34% should the Company achieve or exceed specified EBIDTA targets. The settlement date of the Restricted Stock Units shall be the vesting date unless the grantee otherwise elects under the term of the Company's 2005 Amended and Restated Executive Nonqualified Excess Plan.

3. The RSUs do not have an exercise expiration date.

4. The Stock Appreciation Rights were granted 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.



09/06/2007

Date

** Signature of Reporting Person

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.

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.

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