

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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

1. Name and Address of Reporting Person <u>Marsh Martha H.</u>			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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>04/23/2014</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
9769 WEXFORD CIRCLE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>GRANITE BAY CA 95746</u>								
(City) (State) (Zip)								

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	04/23/2014		M ⁽¹⁾		10,015		A	\$0	26,183	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						Amount or Number of Shares
Restricted Stock Units	(2)	04/23/2014		M			10,015	(3)	(4)	Common Stock	10,015	\$0	0	D	
Restricted Stock Units	(2)	04/23/2014		A		10,490		(5)	(4)	Common Stock	10,490	\$0	10,490	D	

Explanation of Responses:

- Common Stock acquired on the vesting of Restricted Stock Units ("RSUs").
- The RSUs were granted pursuant to the AMN Healthcare Equity Plan. Each RSU represents a contingent right to receive one share of Common Stock.
- The RSUs identified in this row were granted on April 24, 2013 and vest on the earlier of (i) the first anniversary of the grant date or (ii) the date of the Company's 2014 Annual Meeting of Stockholders. The Company's 2014 Annual Meeting of Stockholders was held on April 23, 2014. Accordingly, the number of RSUs identified in this row (i.e., 10,015) vested on April 23, 2014.
- RSUs do not have an expiration date.
- The RSUs identified in this row were granted on April 23, 2014 and vest on the earlier of (i) April 23, 2015 or (ii) the date of the Company's 2015 Annual Meeting of Stockholders.

/s/ Denise L. Jackson, as Attorney-in-Fact on behalf of Martha H. Marsh 04/25/2014

** 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.

POWER OF ATTORNEY

Know all by these presents, that each of the undersigned parties hereby constitutes and appoints each of Denise L. Jackson, Brian M. Scott and Susan R. ((1) execute for and on behalf of such party, all documents relating to the reporting of beneficial ownership of securities required to be filed with the United State (2) do and perform any and all acts for and on behalf of such party that may be necessary or desirable to complete and execute any such documents, complete and execut (3) take any other action of any type whatsoever in furtherance of the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best in Such party hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or pro This Power of Attorney shall remain in full force and effect until such party is no longer required to file such documents with respect to such party's holdings of :

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed effective as of April 24, 2013.

By: /s/ Martha H. Marsh
Name: Martha H. Marsh
Title: Director
US1:7841091v1