SEC Form 4

Common Stock

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
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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(h) of the Investment Company Act of 1940

OMB APPROVAL										
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				ssuer Name and Ticke <u>MN HEALTHC</u> IS] Date of Earliest Transac	ARE	SEI	RVICES I		ationship of Reportin k all applicable) Director Officer (give title below)	10% (Owner (specify	
132 LONE TREE	E FARM ROAD	11/	08/2010			, ,	6 Indi	vidual or laint/Crour	Eiling (Chock A	pplicable		
(Street) NEW CANAAN (City)	CT (State)	06840 (Zip)		4. If Amendment, Date of Original Filed (Month/Day/Year)						 Ividual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person 		
	Та	able I - Noi	n-Derivative	e Securities Acq	uired,	, Dis	posed of,	or Ben	eficially	Owned		
Date			2. Transaction Date (Month/Day/Yea	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Disposed Of			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1130.4)
Common Stock			11/08/2010)	Р		10,000	A	\$4.9	27,000	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Р

20,000

A

\$4.875

47,000

D

11/08/2010

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. Transa Code (8)		5. Nu of Deriv Secu Acqu (A) o Dispo of (D) (Instri and 5	rative rities lired r osed) 7. 3, 4	6. Date Exerc Expiration Da (Month/Day/N	ate	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	Amount or Number of Shares				
Restricted Stock Units	(1)							(3)	(2)	Common Stock	6,009		6,009	D	
Stock Appreciation Rights	\$16.18							(4)	04/08/2018	Common Stock	5,168		5,168	D	
Restricted Stock Units	(1)							(5)	(2)	Common Stock	2,777		2,777	D	
Restricted Stock Units	(1)							(6)	(2)	Common Stock	4,048		4,048	D	
Stock Appreciation Rights	\$21.45							(7)	07/17/2016	Common Stock	2,222		2,222	D	
Stock Appreciation Rights	\$24.95							(8)	04/18/2017	Common Stock	3,482		3,482	D	
Restricted Stock Units	(1)							(9)	(2)	Common Stock	9,563		9,563	D	
Stock Appreciation Right	\$6							(10)	04/09/2019	Common Stock	8,224		8,224	D	
Restricted Stock Units	(1)							(11)	(2)	Common Stock	9,563		9,563	D	
Stock Appreciation Rights	\$8.83							(12)	04/13/2020	Common Stock	8,224		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. Restricted Stock Units do not have an expiration date.

3. 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 2010 Annual Meeting of Stockholders; and 33% on the earlier of (i) April 8, 2011 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.

4. The Stock Appreciation Rights were granted on April 8, 2008 and vest on the earlier of (i) April 8, 2009 or (ii) the date of the Company's 2009 Annual Meeting of Stockholders.

5. The Restricted Stock Units vest in the incremental amount of 33% on July 17, 2007; 34% on the earlier of (i) July 17, 2008 or (ii) the date of the Company's 2008 Annual Meeting of Stockholders; and 33% on the earlier of (i) July 17, 2009 or (ii) the date of the director's termination of service with the Company.
 6. The Restricted Stock Units vest in the incremental amount of 33% on the earlier of (i) April 18, 2008 or (ii) the date of the Company's 2009 Annual Meeting of Stockholders; and 33% 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 earlier of the Company's 2009 Annual Meeting of Stockholders; and 33% 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 earlier of the Company's 2010 Annual Meeting of Stockholders. The Restricted Stock Units earlier of the Company's 2010 Annual Meeting of Stockholders. The Restricted Stock Units earlier of the Company's 2010 Annual Meeting of Stockholders. The Restricted Stock Units earlier of the Company's 2010 Annual Meeting of Stockholders. The Restricted Stock Units earlier of the Company's 2010 Annual Meeting of Stockholders. The Restricted Stock Units earlier of the Company's 2010 Annual Meeting of Stockholders. The Restricted Stock Units earlier of the Company's 2010 Annual Meeting of Stockholders. The Restricted Stock Units earlier of the Company's 2010 Annual Meeting of Stockholders. The Restricted Stock Units earlier of the Company's 2010 Annual Meeting of Stockholders.

Stock Units settle on the date of the director's termination of service with the Company.

7. The Stock Appreciation Rights were granted on July 17, 2006 pursuant to the AMN Equity Plan. The Stock Appreciation Rights vest on the first anniversary of the grant date.

8. 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.

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 2011 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.

Paul E. Weaver

11/08/2010

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 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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