

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>Jackson Denise L</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>General Counsel / Sr. V.P.</u> | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>04/12/2009</u> | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | | |
| 12400 HIGH BLUFF DRIVE | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | |
| (Street) | (City) | (State) | (Zip) | | | | | | |
| <u>SAN DIEGO</u> | <u>CA</u> | <u>92130</u> | | | | | | | |

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 | 04/12/2009 | | M | | 7,597 | D | \$6.41 | 10,001 | D | |
| Common Stock | 04/12/2009 | | F ⁽¹³⁾ | | 2,715 | D | \$6.41 | 7,286 | 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 | (1) | 04/12/2009 | | M ⁽¹²⁾ | | | 7,597 | (2) | (3) | Common Stock | 7,597 | (12) | 0 | D | |
| Restricted Stock Units | (1) | | | | | | | (4) | (3) | Common Stock | 11,212 | | 11,212 | D | |
| Stock Appreciation Rights | \$18.03 | | | | | | | (5) | 04/12/2016 | Common Stock | 11,662 | | 11,662 | D | |
| Stock Appreciation Rights | \$24.95 | | | | | | | (8) | 04/18/2017 | Common Stock | 12,398 | | 12,398 | D | |
| Stock Options (Right to buy) | \$22.98 | | | | | | | | 01/17/2003 | 01/17/2012 | Common Stock | | 11,000 ⁽⁶⁾ | D | |
| Stock Options (Right to buy) | \$9.68 | | | | | | | | 05/08/2004 | 05/08/2013 | Common Stock | | 7,500 ⁽⁶⁾ | D | |
| Stock Options (Right to buy) | \$14.94 | | | | | | | | 05/18/2005 | 05/18/2014 | Common Stock | | 27,500 ⁽⁶⁾ | D | |
| Stock Options (Right to buy) | \$14.86 | | | | | | | | 05/04/2006 | 05/04/2015 | Common Stock | | 65,000 ⁽⁶⁾ | D | |
| Restricted Stock Units | (1) | | | | | | | (7) | (3) | Common Stock | 16,643 | | 16,643 | D | |
| Stock Appreciation Rights | \$16.18 | | | | | | | (9) | 04/08/2018 | Common Stock | 18,402 | | 18,402 | D | |
| Restricted Stock Units | (1) | | | | | | | (10) | (3) | Common Stock | 19,456 | | 19,456 | D | |
| Stock Appreciation Rights | \$8.71 | | | | | | | (11) | 01/07/2019 | Common Stock | 33,464 | | 33,464 | 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 were granted on April 12, 2006 and vest on April 12, 2009, provided, however, the Restricted Stock Units shall vest on an accelerated basis on May 12, 2007, in the incremental amount of 33% should the Company achieve or exceed specified earnings before interest, taxes, depreciation and amortization (EBITDA) targets for fiscal year 2006 and on April 12, 2008, in the amount of 34% should the Company achieve or exceed specified EBITDA targets for the fiscal year 2007. The settlement date of the Restricted Stock Units shall be the vesting date unless the grantee otherwise elects under the terms of the Company's 2005 Amended and Restated Executive Nonqualified Excess Plan.
3. Restricted Stock Units do not have an expiration date.
4. The Restricted Stock Units were granted on April 18, 2007 and vest on April 18, 2010, provided, however, the Restricted Stock Units shall vest on an accelerated basis on May 18, 2008, in the incremental amount of 33% should the Company achieve or exceed specified earnings before interest, taxes, depreciation and amortization (EBITDA) targets for fiscal year 2007 and on April 18, 2009, in the amount of 34% should the Company achieve or exceed specified EBITDA targets for the fiscal year 2008. The settlement date of the Restricted Stock Units shall be the vesting date unless the grantee otherwise elects under the terms of the Company's 2005 Amended and Restated Executive Nonqualified Excess Plan.
5. The Stock Appreciation Rights were granted on April 12, 2006 pursuant to the AMN 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.
6. The Options to purchase shares of Common Stock were granted pursuant to the AMN Healthcare Services, Inc. Stock Option Plan. The shares vest in four equal installments on the first, second, third and fourth anniversary of the grant date.
7. The Restricted Stock Units were granted on April 8, 2008 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 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. The settlement date of the Restricted Stock Units shall be the vesting date unless the grantee otherwise elects under the terms of the Company's 2005 Amended and Restated Executive Nonqualified Excess Plan.
8. The Stock Appreciation Rights were granted on April 18, 2007 pursuant to the AMN 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.
9. The Stock Appreciation Rights were granted on April 8, 2008 pursuant to the AMN 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.
10. The Restricted Stock Units were granted on January 7, 2009 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 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. The settlement date of the Restricted Stock Units shall be the vesting date unless the grantee otherwise elects under the terms of the Company's 2005 Amended and Restated Executive Nonqualified Excess Plan.
11. The Stock Appreciation Rights were granted on January 7, 2009 pursuant to the AMN 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.
12. Common Stock acquired on the vesting of Restricted Stock Units.
13. Number of shares withheld for tax purposes.

Denise L. Jackson

04/12/2009

** 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.

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