

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>STERN ANDREW M</u> (Last) (First) (Middle) <u>C/O SUNWEST COMMUNICATIONS, INC.</u> <u>2 LINCOLN CENTRE</u> (Street) <u>DALLAS TX 75240</u> (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>05/12/2015</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 | 05/12/2015 | | M | | 8,224 | A | \$6 | 35,892 | D | |
| Common Stock | 05/12/2015 | | D | | 1,943 | D | \$25.405 | 33,949 | D | |
| Common Stock | 05/12/2015 | | M | | 8,224 | A | \$8.825 | 42,173 | D | |
| Common Stock | 05/12/2015 | | D | | 2,857 | D | \$25.405 | 39,316 | D | |
| Common Stock | 05/14/2015 | | S | | 5,000 | D | \$25.4331 ⁽¹⁾ | 34,316 | D | |
| Common Stock | 05/14/2015 | | S | | 6,648 | D | \$25.4601 | 27,668 | 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 |
| Stock Appreciation Rights | \$6 | 05/12/2015 | | M | | | 8,224 | (2) | 04/09/2019 | Common Stock | 8,224 | \$0.00 | 0 | D | |
| Stock Appreciation Rights | \$8.825 | 05/12/2015 | | M | | | 8,224 | (3) | 04/13/2020 | Common Stock | 8,224 | \$0.00 | 0 | D | |

Explanation of Responses:

- The price reported in this row represents a weighted average price of \$25.4331 per share. These shares were sold in multiple transactions at prices ranging from \$25.4201 to \$25.44, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.
- The Stock Appreciation Rights set forth in this row were granted on April 9, 2009 pursuant to the AMN Healthcare Equity Plan. The Stock Appreciation Rights vested on the anniversary of the grant date.
- The Stock Appreciation Rights set forth in this row were granted on April 13, 2010 pursuant to the AMN Healthcare Equity Plan. The Stock Appreciation Rights vested on the anniversary of the grant date.

Remarks:

/s/ Brian M. Scott, as Attorney-In-Fact on behalf of Andrew M. Stern
05/14/2015

** 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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