Common Stock

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

2. Issuer Name and Ticker or Trading Symbol

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

5. Relationship of Reporting Person(s) to Issuer

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 Addre	, ,	I	ssuer Name and Ticke <u>MN HEALTHC</u> IS]		-	•	(Chec	ationship of Reportin k all applicable) Director Officer (give title	10% (
(Last) (First) (Middle) 12400 HIGH BLUFF DRIVE				Pate of Earliest Transaction 06/2004	ction (M	onth/[Day/Year)		below) below) CFO and Treasurer					
(Street) SAN DIEGO (City)	SAN DIEGO CA 9213		4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)						Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person				
		Table I - No	n-Derivative	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)			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)		(111501.4)		
Common Stock			08/06/2004	4	M ⁽¹⁾		5,000	A	\$9.09	8,100	D			
Common Stock			08/06/2004	4	S ⁽¹⁾		5,000	D	\$12	3,100	D			

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

 $M^{(1)}$

S⁽¹⁾

4,000

4,000

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)		Transaction of Code (Instr. Derivative			6. Date Exerci Expiration Dat (Month/Day/Ye	е	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				
Stock Options (Right to buy)	\$9.09	08/06/2004		M ⁽¹⁾			5,000	05/21/2002	07/24/2011	Common Stock	5,000	\$9.09	128,701	D	
Stock Options (Right to buy)	\$9.09	08/09/2004		M ⁽¹⁾			4,000	05/21/2002	07/24/2011	Common Stock	4,000	\$9.09	124,701	D	
Stock Options (Right to buy)	\$9.68							05/08/2004 ⁽²⁾	05/08/2013	Common Stock	45,000		45,000	D	
Stock Options (Right to buy)	\$22.98							01/17/2003 ⁽³⁾	01/17/2012	Common Stock	50,000		50,000	D	

Explanation of Responses:

- 1. The exercise of options and sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 16, 2004.
- 2. The options to purchase shares of Common Stock were issued pursuant to the AMN Healthcare Services, Inc. 2001 Stock Option Plan and become exercisable in four equal installments, for the right to purchase 15,000 shares on each of May 8, 2004, 2005, 2006, and 2007.
- 3. The options to purchase shares of Common Stock were issued pursuant to the AMN Healthcare Services, Inc. 2001 Stock Option Plan and are exercisable in four equal installments, for the right to purchase 12,500 shares on each of January 17, 2003, 2004, 2005, and 2006.

Donald R Myll

08/10/2004

** Signature of Reporting Person

\$9.09

\$12.05

7,100

3,100

D

D

A

D

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).

08/09/2004

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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.