

**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                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

|  |   |   |
|--|---|---|
| 1. Name and Address of Reporting Person*<br><u>WHEAT DOUGLAS D</u><br><br>(Last) (First) (Middle)<br><u>C/O FOXBRIDGE PARTNERS, LLC</u><br><u>2001 ROSS AVENUE, SUITE 3100</u><br><br>(Street)<br><u>DALLAS TX 75201</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>AMN HEALTHCARE SERVICES INC [ AHS ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below) |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>08/24/2006</u>                     |   |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person |

**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                    | 08/24/2006                           |  | P                              |   | 228   | A          | \$22.53 | 11,191  | D  |   |
| Common Stock                    | 08/24/2006                           |  | P                              |   | 282   | A          | \$22.64 | 11,473  | D  |   |
| Common Stock                    | 08/24/2006                           |  | P                              |   | 200   | A          | \$22.75 | 11,673  | D  |   |
| Common Stock                    | 08/24/2006                           |  | P                              |   | 400   | A          | \$22.76 | 12,073  | D  |   |
| Common Stock                    | 08/24/2006                           |  | P                              |   | 264   | A          | \$22.78 | 12,337  | D  |   |
| Common Stock                    | 08/24/2006                           |  | P                              |   | 2,000   | A          | \$22.82 | 14,337  | D  |   |
| Common Stock                    | 08/24/2006                           |  | P                              |   | 500   | A          | \$22.83 | 14,837  | D  |   |
| Common Stock                    | 08/24/2006                           |  | P                              |   | 500   | A          | \$22.85 | 15,337  | 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 |   |  |  |   |  |
| Restricted Stock Units                     | (1)  |                                      |  |                                |   |  |     | (2)  | 04/12/2016      | Common Stock  | 5,555                                      | 5,555  | D   |  |
| Stock Options (Right to buy)               | \$15.47  |                                      |  |                                |   |  |     | 09/28/2006   | 09/28/2015      | Common Stock  | 20,000                                     | 20,000   | D   |  |
| Stock Options (Right to buy)               | \$18.03  |                                      |  |                                |   |  |     | (3)  | 04/12/2016      | Common Stock  | 4,445                                      | 4,445  | D   |  |

**Explanation of Responses:**

- 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.
- The Restricted Stock Units vest in the incremental amount of 33% on the earlier of (i) April 12, 2007 or (ii) the date of the Company's 2007 Annual Meeting of Stockholders; 34% on the earlier of (i) April 12, 2008 or (ii) the date of the Company's 2008 Annual Meeting of Stockholders; and 33% on the earlier of (i) April 12, 2009 or (ii) the date of the Company's 2009 Annual Meeting of Stockholders.
- The Stock Appreciation Rights vest on the earlier of (i) April 12, 2007 or (ii) the Company's Annual Meeting of Stockholders.

Douglas D Wheat

08/28/2006

\*\* 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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