

**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
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1. Name and Address of Reporting Person* <u>Henderson Ralph</u>  (Last) (First) (Middle) 12400 HIGH BLUFF DRIVE  (Street) SAN DIEGO CA 92130  (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) Director 10% Owner X Officer (give title below) Other (specify below) President, Nurse Staffing Div.
	3. Date of Earliest Transaction (Month/Day/Year) 05/11/2010	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. 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 - 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	05/11/2010		M		722	A	\$8.85	722	D	
Common Stock	05/11/2010		F <sup>(14)</sup>		258	D	\$8.85	464	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		Date Exercisable	Expiration Date					
Restricted Stock Units	(1)						(2)	(3)	Common Stock	18,791	18,791	D	
Stock Appreciation Rights	\$16.18						(4)	04/08/2018	Common Stock	20,777	20,777	D	
Restricted Stock Units	(1)						(6)	(3)	Common Stock	19,910	19,910	D	
Stock Appreciation Rights	\$17.86						(5)	09/04/2017	Common Stock	22,014	22,014	D	
Restricted Stock Units	(1)						(7)	(3)	Common Stock	21,967	21,967	D	
Stock Appreciation Rights	\$8.71						(8)	01/07/2019	Common Stock	37,782	37,782	D	
Restricted Stock Units	(1)	05/11/2010		M <sup>(13)</sup>		722	(9)	(3)	Common Stock	722	(1) 1,465	D	
Restricted Stock Units	(1)						(10)	(3)	Common Stock	36,332	36,332	D	
Stock Appreciation Rights	\$8.78						(11)	02/02/2020	Common Stock	62,854	62,854	D	
Restricted Stock Units	(1)						(12)	(3)	Common Stock	40,369	40,369	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 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 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.
- Restricted Stock Units do not have an expiration date.
- The Stock Appreciation Rights were granted on April 8, 2008 pursuant to the AMN Healthcare 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.
- The Stock Appreciation Rights were granted on September 4, 2007 pursuant to the AMN Healthcare 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.
- The Restricted Stock Units were granted on September 4, 2007 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 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.

7. 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 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 January 7, 2009 pursuant to the AMN Healthcare 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 Restricted Stock Units were granted on May 11, 2009 and vest in the incremental amount of 33% on the first anniversary of the grant; 34% on the second anniversary of the grant; and 33% on the third anniversary of the grant.

10. The Restricted Stock Units were granted on February 2, 2010 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) threshold 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 EBITDA threshold 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 February 2, 2010 pursuant to the AMN Healthcare 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. The Restricted Stock Units were granted on February 2, 2010 pursuant to the AMN Healthcare Equity Plan. The Restricted Stock Units vest over three years on the anniversary of the date of the grant in increments of 33%, 34% and 33% respectively. 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.

13. Common Stock acquired on the vesting of Restricted Stock Units.

14. Number of shares withheld for tax purposes.

Ralph Henderson

05/11/2010

\*\* 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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