

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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 Address of Reporting Person* <u>FRANCIS STEVEN C</u> _____ (Last) (First) (Middle) <u>12400 HIGH BLUFF DRIVE</u> _____ (Street) <u>SAN DIEGO CA 92130</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: right;"><u>Executive Chairman</u></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/01/2006</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	05/01/2006		M		25,900	A	\$3.8	26,000	D	
Common Stock	05/01/2006		S		25,900	D	\$19.7175	100	D	
Common Stock	05/02/2006		M		50,000	A	\$3.8	50,100	D	
Common Stock	05/02/2006		S		50,000	D	\$21.02	100	D	
Common Stock	05/03/2006		M		38,000	A	\$3.8	38,100	D	
Common Stock	05/03/2006		S		38,000	D	\$20.9296	100	D	
Common Stock								1,200 <sup>(1)</sup>	I	Daughter Custodial
Common Stock								1,200 <sup>(2)</sup>	I	Son Custodial
Common Stock								214,422 <sup>(3)(4)(5)(6)</sup>	I	Trust

**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)					
Restricted Stock Units	(7)						(8)	04/12/2016	Common Stock	5,555	5,555	D	
Stock Appreciation Rights	\$18.03						(9)	04/12/2016	Common Stock	4,445	4,445	D	
Stock Options (Right to buy)	\$6.68						05/14/2002	12/31/2009	Common Stock	746,493	746,493 <sup>(10)</sup>	D	
Stock Options (Right to buy)	\$9.68						05/08/2004	05/08/2013	Common Stock	200,000	200,000	D	
Stock Options (Right to buy)	\$14.94						05/18/2005	06/09/2014	Common Stock	200,000	200,000	D	
Stock Options (Right to buy)	\$15.47						09/28/2006	09/28/2015	Common Stock	100,000	100,000	D	
Stock Options (Right to buy)	\$22.98						01/17/2003	01/17/2012	Common Stock	200,000	200,000 <sup>(11)</sup>	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	Amount or Number of Shares				
Stock Options (Right to buy)	\$3.8	05/01/2006		M			25,900 <sup>(12)</sup>	12/31/2001	11/19/2009	Common Stock	25,900	\$3.8	1,994,056 <sup>(13)</sup>	D	
Stock Options (Right to buy)	\$3.8	05/02/2006		M			50,000 <sup>(12)</sup>	12/31/2001	11/19/2009	Common Stock	50,000	\$3.8	1,944,056 <sup>(13)</sup>	D	
Stock Options (Right to buy)	\$3.8	05/03/2006		M			38,000 <sup>(12)</sup>	12/31/2001	11/19/2009	Common Stock	38,000	\$3.8	1,906,056 <sup>(13)</sup>	D	

**Explanation of Responses:**

- The Reporting Person beneficially owns and shares voting and dispositive power over such shares with his wife, as custodian for his daughter. The Reporting Person disclaims the beneficial ownership of all such Common Stock owned by his wife and daughter
- The Reporting Person beneficially owns and shares voting and dispositive power over such shares with his wife, as custodian for his son. The Reporting Person disclaims the beneficial ownership of all such Common Stock owned by his wife and son
- By the Francis Family Trust dated May 24, 1996 (the Trust). Mr. Francis and his wife, Gayle Francis, are each trustees of the Trust.
- By the Francis Family Trust dated May 24, 1996 (the Trust). Mr. Francis and his wife, Gayle Francis, are each trustees of the Trust.
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- By the Francis Family Trust dated May 24, 1996 (the Trust). Mr. Francis and his wife, Gayle Francis, are each trustees of the Trust.
- 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 April 12, 2009.
- The Stock Appreciation Rights were granted pursuant to the AMN Healthcare Equity Plan. The Stock Appreciation Rights vest on the earlier of (i) April 12, 2007 or (ii) the Company's 2007 Annual Meeting of Stockholders
- The Options to purchase shares become exercisable in four installments, for the right to purchase 186,630 shares on May 14, 2002, and to purchase 186,621 on each of December 31, 2002, 2003, and 2004.
- 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 50,000 shares on each of January 17, 2003, 2004, 2005, and 2006.
- 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, 2006
- The Options to purchase shares of Common Stock become exercisable in four installments, for the right to purchase 504,990 shares on each of December 31, 2001, May 14, 2002, December 31, 2002 and the right to purchase 504,986 shares on December 31, 2003.

Steven C. Francis

05/03/2006

\*\* 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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