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 OMB APPROVAL  
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U.S. SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or  
 Section 30(f) of the Investment Company Act of 1940

Check box if no longer subject of Section 16. Form 4 or Form 5 obligations  
 may continue. See Instruction 1(b).

(Print or Type responses)

1. Name and Address of Reporting Person\*

Nowakowski Susan R.  
 -----  
 (Last) (First) (Middle)  
 c/o AMN Healthcare Services, Inc  
 12235 El Camino Real, Suite 200  
 -----  
 (Street)  
 San Diego CA 92130  
 -----  
 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

AMN Healthcare Services, Inc. ("AHS")

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Year

May 2002

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person to Issuer  
 (Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chief Operating Officer, Executive Vice  
 President and Secretary

7. Individual or Joint/Group Filing (Check applicable line)

Form filed by one Reporting Person  
 Form filed by more than one Reporting Person

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TABLE I -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF,  
 OR BENEFICIALLY OWNED

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1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	3. Transaction Code (Instr. 8) ----- Code V	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Owner- ship Form: Direct (D) or Indirect (I) (Instr.4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Amount	Price (A) or (D)			
Common Stock, par value \$0.01 per share	5/22/02	M	165,200	A \$3.80		D	
Common Stock	5/22/02	S	165,200	D \$31.00	300	D	

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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).

POTENTIAL PERSONS WHO ARE TO RESPOND TO THE COLLECTION OF INFORMATION CONTAINED IN THIS FORM ARE NOT REQUIRED TO RESPOND UNLESS THE FORM DISPLAYS A CURRENTLY VALID OMB CONTROL NUMBER.

(Over)  
SEC 1474 (3/99)

FORM 4 (CONTINUED)

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. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) Amount or Number of Shares	8. Price of Deriv- ative Secur- ity (Instr. 5)	9. Number of Deriv- ative Secur- ities Bene- ficially Owned at End of Month (Instr. 4)	10. Owner- ship Form of Deriv- ative Secur- ity: Direct (D) or In- direct (I) (Instr. 4)	11. Nature of In- direct Bene- ficial Owner- ship (Instr. 4)
Stock Option (Right to Buy)	\$3.80	5/22/02	M	165,200 (1)	11/19/2009	Common Stock 165,200		174,148	D	
Stock Option (Right to Buy)	\$3.08	11/20/2000		(2)	12/31/2009	Common Stock		202,008	D	
Stock Option (Right to Buy)	\$6.68	12/31/2000		(3)	12/31/2009	Common Stock		119,448	D	
Stock Option (Right to Buy)	\$22.98	1/17/2002		(4)	1/17/2012	Common Stock		60,000	D	

Explanation of Responses:

- (1) Options to purchase 4,474 shares of Common Stock are currently exercisable. The remaining options become exercisable in two installments, for the right to purchase 84,837 shares on each of, December 31, 2002, and December 31, 2003.
- (2) Options to purchase 101,004 shares of Common Stock are currently exercisable. The remaining options become exercisable in two equal installments, for the right to purchase 50,502 shares on each of December 31, 2002, and December 31, 2003.
- (3) Options to purchase 29,862 shares of Common Stock are currently exercisable. The remaining options become exercisable in three equal installments, for the right to purchase 29,862 shares on each of December 31, 2002, December 31, 2003, and December 31, 2004.
- (4) 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 January 17, 2003, 2004, 2005, and 2006.

/s/ Susan R. Nowakowski

June 5, 2002

\*\*Signature of Reporting Person

Date

\*\* 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 provided is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.