

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>Marsh Martha H.</u>  (Last) (First) (Middle) <u>9769 WEXFORD CIRCLE</u>  (Street) <u>GRANITE BAY CA 95746</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 Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/12/2011</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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			

**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				
Restricted Stock Units	(3)							09/21/2011 <sup>(1)</sup>	(2)	Common Stock	6,275		6,275	D	
Stock Appreciation Rights <sup>(4)</sup>	\$5.32							09/21/2011	09/21/2020	Common Stock	5,397		5,397	D	
Restricted Stock Units	(3)	04/12/2011		A		16,168	(5)	(2)		Common Stock	16,168	(3)	16,168	D	

**Explanation of Responses:**

- The Restricted Stock Units, granted on September 21, 2010, vest in the incremental amount of 33% on the earlier of the first anniversary of the Grant Date or the date of the Company's annual meeting of stockholders the first year following the Grant Date, 34% on the earlier of the second anniversary of the Grant Date or the date of the Company's annual meeting of stockholders the second year following the Grant Date and 33% on the earlier of the third anniversary of the Grant Date or the date of the Company's annual meeting of stockholders the third year following the Grant Date.
- Restricted Stock Units do not have an expiration date.
- 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 Stock Appreciation Rights were granted on September 21, 2010 pursuant to the AMN Healthcare Equity Plan and vest 100% on and after the earlier of the Company's 2011 Annual Shareholders Meeting or the first annual anniversary of the Grant Date.
- The Restricted Stock Units were granted on April 12, 2011 and vest on the earlier of (i) April 12, 2012 or (ii) the date of the Company's 2012 Annual Meeting of Stockholders.

Martha H. Marsh 04/13/2011  
 \*\* 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.

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.