

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) <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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President, Healthcare Staffing</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/07/2015</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	05/07/2015		M		22,014	A	\$17.86	100,810	D	
Common Stock	05/07/2015		D		15,727	D	\$25	85,083	D	
Common Stock	05/07/2015		F ⁽¹⁾		3,454	D	\$25	81,629	D	
Common Stock	05/07/2015		M		20,777	A	\$16.18	102,406	D	
Common Stock	05/07/2015		D		13,447	D	\$25	88,959	D	
Common Stock	05/07/2015		F ⁽¹⁾		4,027	D	\$25	84,932	D	
Common Stock	05/08/2015		S ⁽²⁾		6,136	D	\$25	78,796	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
Common Stock	\$17.86	05/07/2015		M ⁽³⁾			22,014	(4)	09/04/2017	Common Stock	22,014	\$0.00	0	D	
Common Stock	\$16.18	05/07/2015		M ⁽³⁾			20,777	(5)	04/08/2018	Common Stock	20,777	\$0.00	0	D	

Explanation of Responses:

- Number of shares withheld for tax purposes.
- The sale of 6,136 shares of common stock reported in this row was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- The exercise of the derivative securities reported in this row was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- The Stock Appreciation Rights set forth in this row were granted on September 4, 2007 pursuant to the AMN Healthcare Equity Plan. The Stock Appreciation Rights vested over three years on the anniversary of the grant date in increments of 33%, 34% and 33%, respectively.
- The Stock Appreciation Rights set forth in this row were granted on January 7, 2009 pursuant to the AMN Healthcare Equity Plan. The Stock Appreciation Rights vested over three years on the anniversary of the grant date in increments of 33%, 34% and 33%, respectively.

Remarks:

/s/ Ralph S. Henderson 05/11/2015
 ** 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.