
 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*

Francis Steven C.

 (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

January 2002

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

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

[X] Director [] 10% Owner
 [X] Officer (give title below) [] Other (specify below)
 President and Chief Executive Officer

7. 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 (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 Ownership (Instr. 4) |
|--|---|--|--|-------|--|---|--|
| | | | Amount (A) or (D) | Price | | | |
| Common Stock, par value \$.01 per share | | | | | 1,200 | I | (1) |
| Common Stock, par value \$.01 per share | | | | | 1,200 | I | (2) |
| Common Stock, par value \$.01 per share | | | | | 100 | D | |
| Common Stock, par value \$.01 per share | | | | | 1,216,822 | I | (3) |

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) | 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 Underlying Securities (Instr. 3 and 4) | 8. Price of Deriv- ative Secur- ity (Instr. 5) | 9. Number of Deriv- ative Secur- ities Bene- ficially Owned at End 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) | \$22.98 | 1/17/02 | A V | 200,000 | (4) 1/17/12 | Common Stock | 200,000 | 200,000 | D | |
| Stock Option (Right to Buy) | \$3.80 | 11/19/97 | | | (5) 11/19/09 | Common Stock | 2,019,956 | 2,019,956 | D | |
| Stock Option (Right to Buy) | \$6.68 | 12/13/00 | | | (6) 12/31/09 | Common Stock | 746,493 | 746,493 | D | |

Explanation of Responses: The Reporting Person may be deemed to be a part of a group for purposes of Section 13(d) and Rule 13(d) under the Securities Exchange Act of 1934, as amended. The group may be deemed to include the Reporting Person, The Francis Family Trust dated May 24, 1996 (the "Trust"), the Reporting Person's wife, Gayle Francis, the Reporting Person's son and the Reporting Person's daughter. Nothing set forth herein shall be deemed to be an admission that such a "group" exists.

- (1) 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.
- (2) 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.
- (3) 1,214,422 of such shares are held by the Trust. The Reporting Person is a co-trustee and has shared voting and dispositive power over the Trust with his wife. The remaining 2,400 of such shares are held as described in footnotes (1) and (2) above.
- (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 50,000 shares on each of January 17, 2003, 2004, 2005, and 2006.
- (5) 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.
- (6) The options to purchase shares of Common Stock become exercisable in four installments, for the right to purchase 186,630 shares on May 14, 2002 and to purchase 186,621 shares on each of December 31, 2002, 2003, and 2004.

/s/ Steven C. Francis

February 8, 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.