

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 | |
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|--|------------------|-----------|---|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person* <u>Henderson Ralph</u> | | | 2. Issuer Name and Ticker or Trading Symbol <u>AMN HEALTHCARE SERVICES INC [AMN]</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>Pres., Prof. Svc. & Staffing</u> | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>02/16/2017</u> | | | 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 | | | |
| <u>12400 HIGH BLUFF DRIVE</u> | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | |
| (Street) | <u>SAN DIEGO</u> | <u>CA</u> | <u>92130</u> | | | | | | |
| (City) | (State) | (Zip) | | | | | | | |

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 | 02/16/2017 | | A ⁽¹⁾ | | 17,574 | A | \$0.00 | 59,095 | D | |
| Common Stock | 02/16/2017 | | F ⁽²⁾ | | 9,170 | D | \$38.875 | 49,925 | D | |
| Common Stock | 02/16/2017 | | M ⁽³⁾ | | 3,058 | A | \$0.00 | 52,983 | D | |
| Common Stock | 02/16/2017 | | F ⁽²⁾ | | 1,595 | D | \$38.875 | 51,388 | D | |
| Common Stock | 02/16/2017 | | M ⁽⁴⁾ | | 2,296 | A | \$0.00 | 53,684 | D | |
| Common Stock | 02/16/2017 | | F ⁽²⁾ | | 1,198 | D | \$38.875 | 52,486 | D | |
| Common Stock | 02/16/2017 | | S ⁽⁵⁾ | | 3,249 | D | \$40 | 49,237 | 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 |
| Restricted Stock Units | (6) | 02/16/2017 | | M | | | 3,058 | (7) | (8) | Common Stock | 3,058 | \$0.00 | 2,969 | D | |
| Restricted Stock Units | (6) | 02/16/2017 | | M | | | 2,296 | (9) | (8) | Common Stock | 2,296 | \$0.00 | 4,662 | D | |

Explanation of Responses:

- The acquisition of Common Stock set forth in this row resulted from the vesting of a Performance Restricted Stock Unit ("PRSU") award granted by the Company on January 3, 2014. The ultimate number of PRSUs that could have been earned and vested under this award depended on the Company achieving or exceeding, on a consolidated basis, a certain specified adjusted earnings before interest, taxes, depreciation and amortization, divided by gross revenue and expressed as a percentage ("Adjusted EBITDA Margin") as of December 31, 2016 for the one-year period beginning on January 1, 2016 and ended December 31, 2016. The maximum amount of PRSUs for this award were deemed earned and vested.
- Number of shares withheld for tax purposes.
- Common Stock acquired on the vesting of Restricted Stock Units ("RSUs").
- Common Stock acquired on the vesting of RSUs.
- The sale of 3,249 shares of Common Stock reported in this row was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- The RSUs identified in this row were granted pursuant to the AMN Healthcare Equity Plan. Each RSU represents a contingent right to receive one share of Common Stock.
- The RSUs identified in this row were granted on January 5, 2015 and vest on the third anniversary of the grant date, provided, however, the RSUs shall vest on an accelerated basis thirteen months after the grant date, in the incremental amount of 33%, should the Company achieve or exceed a certain specified earnings before interest, taxes, depreciation and amortization (EBITDA) target for the 2015 fiscal year and on the second anniversary of the grant date, in the amount of 34%, should the Company achieve or exceed the specified EBITDA target for the 2016 fiscal year.
- RSUs do not have an expiration date.
- The RSUs identified in this row were granted on January 5, 2016 and vest on the third anniversary of the grant date, provided, however, the RSUs shall vest on an accelerated basis thirteen months after the grant date, in the incremental amount of 33%, should the Company achieve or exceed a certain specified earnings before interest, taxes, depreciation and amortization (EBITDA) target for the 2016 fiscal year and on the second anniversary of the grant date, in the amount of 34%, should the Company achieve or exceed the specified EBITDA target for the 2017 fiscal year.

Remarks:

/s/ Ralph S. Henderson

02/21/2017

** Signature of Reporting Person

Date

* 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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