

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>Henderson Ralph</u> (Last) (First) (Middle) 12400 HIGH BLUFF DRIVE (Street) SAN DIEGO CA 92130 (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>02/12/2015</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	02/12/2015		M		37,782	A	\$8.71	111,110	D	
Common Stock	02/12/2015		D		15,671	D	\$21	95,439	D	
Common Stock	02/12/2015		F ⁽¹⁾		11,537	D	\$21	83,902	D	
Common Stock	02/12/2015		M		62,854	A	\$8.775	146,756	D	
Common Stock	02/12/2015		D		26,264	D	\$21	120,492	D	
Common Stock	02/12/2015		F ⁽¹⁾		19,092	D	\$21	101,400	D	
Common Stock	02/13/2015		S ⁽²⁾		2,272	D	\$21.0136 ⁽³⁾	99,128	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
Stock Appreciation Rights	\$8.775	02/12/2015		M			62,854	(4)	02/02/2020	Common Stock	62,854	\$0	0 ⁽⁶⁾	D	
Stock Appreciation Rights	\$8.71	02/12/2015		M			37,782	(5)	01/07/2019	Common Stock	37,782	\$0	0 ⁽⁶⁾	D	

Explanation of Responses:

- Number of shares withheld for tax purposes.
- The sale of 2,272 shares of common stock reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- The price reported in Column 4 represents a weighted average price of \$21.0136 per share. These shares were sold in multiple transactions at prices ranging from \$21.00 to \$21.07, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.
- The Stock Appreciation Rights set forth in this row were granted on February 2, 2010 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.
- The exercise of the derivative securities reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

/s/ Ralph Henderson 02/17/2015
 ** 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.