

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>Scott Brian M.</u>  (Last) (First) (Middle) 12400 HIGH BLUFF DRIVE, SUITE 100  (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) CFO/CAO
	3. Date of Earliest Transaction (Month/Day/Year) 02/02/2012	
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	02/02/2012		M		6,274	A	\$5.31	25,515	D	
Common Stock	02/02/2012		F <sup>(9)</sup>		2,627	D	\$5.31	22,888	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					
Stock Appreciation Rights	\$8.71							(1)	01/07/2019	Common Stock	12,954	12,954	D	
Restricted Stock Units	(2)							(4)	(3)	Common Stock	7,500	7,500	D	
Restricted Stock Units	(2)							(5)	(3)	Common Stock	412	412	D	
Restricted Stock Units	(2)	02/02/2012		M <sup>(10)</sup>		6,274		(6)	(3)	Common Stock	6,274	(2) 6,090	D	
Restricted Stock Units	(2)							(7)	(3)	Common Stock	1,633	1,633	D	
Restricted Stock Units	(2)							(8)	(3)	Common Stock	25,951	25,951	D	

Explanation of Responses:

- The Stock Appreciation Rights were granted on January 7, 2009 pursuant to the AMN Healthcare Equity Plan. The Stock Appreciation Rights vest over three years on the anniversary of the date of the grant in increments of 33%, 34% and 33% respectively.
- 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.
- Restricted Stock Units do not have an expiration date.
- The RSUs were granted on September 10, 2008 and vest on the fourth anniversary of the grant date.
- The RSUs were granted on April 9, 2009 and vest over three years on the anniversary of the date of the grant in increments of 33%, 34% and 33% respectively.
- The RSUs were granted on February 2, 2010 and vest according to the following schedule: 33% on and after the 13th month anniversary of the grant date, 34% on the second anniversary of the grant date and 33% on the third anniversary of the grant date.
- The RSUs were granted on March 12, 2010 and vest according to the following schedule: 33% on and after the 13th month anniversary of the grant date, 34% on the second anniversary of the grant date and 33% on the third anniversary of the grant date.
- The Restricted Stock Units ("RSUs") were granted on January 25, 2011 and vest on the third anniversary of the grant, provided, however, the Restricted Stock Units shall vest on an accelerated basis thirteen months after the grant date, in the incremental amount of 33% should the Company achieve or exceed specified earnings before interest, taxes, depreciation and amortization (EBITDA) target for the previous fiscal year and on the second anniversary of the grant date, in the amount of 34% should the Company achieve or exceed specified EBITDA target for the previous fiscal year.
- Number of shares withheld for tax purposes.
- Common Stock acquired on the vesting of Restricted Stock Units.

Brian M. Scott

02/02/2012

\*\* 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.

