

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>			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>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/05/2015</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 CA 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	01/05/2015		A ⁽¹⁾		69,059	A	\$0	122,264	D	
Common Stock	01/05/2015		F ⁽²⁾		28,813	D	\$19.4525	93,451	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	(3)	01/05/2015		A		8,995		(4)	(5)	Common Stock	8,995	\$0	8,995	D	
Restricted Stock Units	(3)	01/05/2015		A		31,974		(6)	(5)	Common Stock	31,974	\$0	31,974	D	
Performance Restricted Stock Units	(7)	01/05/2015		A		31,974		(8)	(9)	Common Stock	31,974	\$0	31,974	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 April 20, 2012. The ultimate number of PRSUs that could have been earned and vested under this award depended on (1) the total shareholder return for the Company relative to the companies in the Russell 2000 Index as of March 30, 2012 for the performance period beginning on April 1, 2012 and ended December 31, 2014 ("Relative TSR") and (2) whether the Company's absolute total shareholder return for the same period was positive or negative (collectively, the "TSR Measurement"). The Compensation Committee performed the TSR Measurement for this award on January 5, 2015. The Company's Relative TSR measured in the 97th percentile and its absolute total shareholder return for the period was positive. Based on these results, the maximum amount of PRSUs for this award, were deemed earned and vested.
- Number of shares withheld for tax purposes.
- 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.
- The Restricted Stock Units were granted on January 5, 2015 and vest on the third anniversary of the grant date, 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 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.
- Restricted Stock Units do not have an expiration date.
- The Restricted Stock Units were granted on January 5, 2015. 12,731 Restricted Stock Units shall vest on December 31, 2017, and the remaining 19,243 Restricted Stock Units shall vest on December 31, 2018.
- The Performance Restricted Stock Units were granted pursuant to the AMN Healthcare Equity Plan. Each Performance Restricted Stock Unit represents a contingent right to receive one share of Common Stock.
- The Performance Restricted Stock Units were granted on January 5, 2015. If the average closing price of the Company's Common Stock from December 31, 2017 through December 31, 2017 equals or exceeds \$26.08 per share, 12,731 Performance Restricted Stock Units shall vest and become earned on December 31, 2017. If the average closing price of the Company's Common Stock from December 1, 2018 through December 31, 2018 equals or exceeds \$29.20 per share, an additional 19,243 Performance Restricted Stock Units shall vest and become earned on December 31, 2018.
- Performance Restricted Stock Units do not have an expiration date.

/s/ Ralph Henderson 01/07/2015

** 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.

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