

**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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>GOLDMAN SACHS GROUP INC</u>  (Last) (First) (Middle) <u>200 WEST STREET</u>  (Street) <u>NEW YORK NY 10282</u>  (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 <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/21/2012</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 (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	05/21/2012		s		31,501	D	\$5.8141 <sup>(4)</sup>	1,907,163	I	See footnotes <sup>(1)(2)(3)(4)</sup>
Common Stock	05/22/2012		s		10,613	D	\$5.8145 <sup>(5)</sup>	1,896,550	I	See footnotes <sup>(1)(2)(3)(5)</sup>

**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					

1. Name and Address of Reporting Person\*  
GOLDMAN SACHS GROUP INC  
 (Last) (First) (Middle)  
200 WEST STREET  
 (Street)  
NEW YORK NY 10282  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
GOLDMAN SACHS & CO  
 (Last) (First) (Middle)  
200 WEST STREET  
 (Street)  
NEW YORK NY 10282  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
GSUIG, L.L.C.  
 (Last) (First) (Middle)  
200 WEST STREET

(Street)		
NEW YORK	NY	10282
(City)	(State)	(Zip)

**Explanation of Responses:**

1. This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman, Sachs & Co. ("Goldman Sachs") and GSUIG, L.L.C. ("GSUIG", and together with GS Group and Goldman Sachs, the "Reporting Persons"). Goldman Sachs is a wholly-owned subsidiary of GS Group. GS Group is the sole member of GSUIG and Goldman Sachs serves as the investment manager for GSUIG. Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.
2. The shares of common stock, par value \$0.01 per share (the "Common Stock") of AMN Healthcare Services, Inc. (the "Company") reported herein as disposed of were disposed of by GSUIG. Without admitting any legal obligation, Goldman Sachs or another wholly-owned subsidiary of GS Group will remit appropriate profits, if any, to the Company.
3. Goldman Sachs beneficially owns directly, and GS Group may be deemed to beneficially own indirectly, 28,184 shares of Common Stock. As of May 22, 2012, Goldman Sachs and GS Group may be deemed to beneficially own indirectly 1,863,789 shares of Common Stock by reason of the direct beneficial ownership of such shares by GSUIG. GS Group also beneficially owns directly 4,577 shares of Common Stock. Goldman Sachs also holds open short positions of 365,889 shares of Common Stock.
4. Reflects a weighted average sale price of \$5.8141 per share, at prices ranging from \$5.75 to \$5.92 per share. Upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price will be provided.
5. Reflects a weighted average sale price of \$5.8145 per share, at prices ranging from \$5.75 to \$5.925 per share. Upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price will be provided.

/s/ Yvette Kusic, Attorney-in-  
fact 05/23/2012

/s/ Yvette Kusic, Attorney-in-  
fact 05/23/2012

/s/ Yvette Kusic, Attorney-in-  
fact 05/23/2012

\*\* 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.**