

CROSS COUNTRY HEALTHCARE INC
 Form 4
 August 09, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 HENSEL EMIL

2. Issuer Name and Ticker or Trading Symbol
 CROSS COUNTRY HEALTHCARE INC [CCRN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 2538 NW 64TH BLVD.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/07/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Financial Officer

BOCA RATON, FL 33496

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 08/07/2007 | | G ⁽¹⁾ | 4,260 D \$ 0 | 77,967 ⁽²⁾ | I | By wife |
| Common Stock | 08/07/2007 | | M | 10,000 A \$ 11.62 | 59,055 ⁽²⁾ | D | |
| Common Stock | 08/07/2007 | | G ⁽³⁾ | 5,455 D \$ 0 | 53,600 ⁽²⁾ | D | |
| Common Stock | 08/07/2007 | | G ⁽³⁾ | 5,455 A \$ 0 | 83,422 ⁽²⁾ | I | By wife |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Option (Right to Buy) | \$ 11.62 | 08/07/2007 | | M | 10,000 | <u>(4)</u> 12/16/2009 | Common Stock | 10,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HENSEL EMIL 2538 NW 64TH BLVD. BOCA RATON, FL 33496 | X | | Chief Financial Officer | |

Signatures

/s/ Emil Hensel 08/09/2007

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) This transaction involves Mr. Hensel's wife gifting 1,600 shares to Mr. and Mrs. Hensel's daughter and 1,330 to each of their two sons. Following the effect of each of the transactions reported by this Form 4, 53,600 shares are held by Mr. Hensel directly and 83,422 are held by his wife. In addition to the shares listed in Column 5 of Table I, 14,703 are held by each of his two sons and 15,192 is held by his daughter. Mr. Hensel's children are adults and as a result, he disclaims beneficial ownership of these shares.
 - (3) This transaction involves Mr. Hensel gifting 5,455 shares to his wife.
 - (4) The options exercised are fully vested.

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- (5) In addition, Mr. Hensel has 236,602 options to purchase Common Stock of the Company with different exercise prices from the options reported in Table II.

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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