

LEWIS DANIEL J
Form 4
February 16, 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 *
LEWIS DANIEL J

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)
1108 SE 14TH AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2007

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Principal Accounting Officer

DEERFIELD BEACH, FL 33441
(City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/15/2007		M		13,278 A \$ 7.75	100	D
Common Stock	02/15/2007		S		100 D \$ 20.91	100	D
Common Stock	02/15/2007		S		600 D \$ 20.87	100	D
Common Stock	02/15/2007		S		200 D \$ 20.86	100	D
Common Stock	02/15/2007		S		400 D \$ 20.85	100	D

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Common Stock	02/15/2007	S	600	D	\$ 20.84	100	D
Common Stock	02/15/2007	S	1,200	D	\$ 20.83	100	D
Common Stock	02/15/2007	S	300	D	\$ 20.82	100	D
Common Stock	02/15/2007	S	1,100	D	\$ 20.81	100	D
Common Stock	02/15/2007	S	400	D	\$ 20.8	100	D
Common Stock	02/15/2007	S	578	D	\$ 20.78	100	D
Common Stock	02/15/2007	S	1,100	D	\$ 20.77	100	D
Common Stock	02/15/2007	S	700	D	\$ 20.76	100	D
Common Stock	02/15/2007	S	2,100	D	\$ 20.75	100	D
Common Stock	02/15/2007	S	498	D	\$ 20.72	100	D
Common Stock	02/15/2007	S	902	D	\$ 20.71	100	D
Common Stock	02/15/2007	S	700	D	\$ 20.7	100	D
Common Stock	02/15/2007	S	100	D	\$ 20.69	100	D
Common Stock	02/15/2007	S	200	D	\$ 20.68	100	D
Common Stock	02/15/2007	S	700	D	\$ 20.67	100	D
Common Stock	02/15/2007	S	700	D	\$ 20.66	100	D
Common Stock	02/15/2007	S	100	D	\$ 20.64	100	D

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

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 control number.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 7.75	02/15/2007		M	13,278	<u>(1)</u>	12/16/2009	Common Stock	13,278

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEWIS DANIEL J 1108 SE 14TH AVENUE DEERFIELD BEACH, FL 33441			Principal Accounting Officer	

Signatures

/s/ Daniel J. Lewis
02/16/2007
Date

**Signature of Reporting Person

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) The options exercised are fully vested.
- (2) In addition, Mr. Lewis has 32,816 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.