

CROSS COUNTRY HEALTHCARE INC
 Form 4
 September 11, 2008

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)
09/10/2008

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

BOCA RATON, FL 33496
 (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 Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	09/10/2008		M	V	14,000 A \$ 11.62	65,998	D
Common Stock	09/10/2008		S		14,000 D \$ 16.9	51,998	D
Common Stock						131,502 ⁽¹⁾	I By Wife

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

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number.

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
Employee Stock Option (Right to Buy)	\$ 11.62	09/10/2008		M ⁽²⁾	14,000	⁽³⁾ 12/16/2009	Common Stock	14,000

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 09/10/2008
 **Signature of Date
 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) Mr. Hensel's wife holds 131,502 shares. In addition to the shares listed in Column 5 of Table I, 16,543 shares are held by each of his two sons and 17,032 shares are held by his daughter. Mr. Hensel's children are adults and as a result he disclaims beneficial ownership to these shares.
 - (2) The stock sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan.
 - (3) The options exercised are fully vested.
 - (4) Following the option exercise now reported in row 1 and row 2 of Table II, Mr. Hensel has 39,953 options that expire December 16, 2009 to purchase Common Stock of the Company at an exercise price of \$11.62 per share.
 - (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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