

CROSS COUNTRY HEALTHCARE INC  
 Form 4  
 May 18, 2015

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
 OMB Number: 3235-0287  
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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 \*  
 Ball Susan E

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 General Counsel & Secretary

(Last) (First) (Middle)  
 C/O CROSS COUNTRY HEALTHCARE, INC., 6551 PARK OF COMMERCE BLVD., NW  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/15/2015

BOCA RATON, FL 33487

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)	(A) or (D)	5. Amount or Price	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)
Common Stock	05/15/2015		M	15,000	A	\$ 8.09	131,318	D	
Common Stock	05/15/2015		D	11,331	D	\$ 10.71	119,987	D	
Common Stock	05/15/2015		M	30,000	A	\$ 8.56	149,987	D	
Common Stock	05/15/2015		D	23,978	D	\$ 10.71	126,009	D	
	05/15/2015		M	5,625	A	\$ 5.21	131,634	D	

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Common Stock								
Common Stock	05/15/2015		D	2,737	D	\$ 10.71	128,897	D
Common Stock	05/15/2015		M	12,500	A	\$ 4.35	141,397	D
Common Stock	05/15/2015		D	5,078	D	\$ 10.71	136,319	D
Common Stock	05/15/2015		M	11,250	A	\$ 7.44	147,569	D
Common Stock	05/15/2015		D	7,816	D	\$ 10.71	139,753	D

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	Amount or Number of Shares
Stock Appreciation Rights	\$ 8.09	05/15/2015		M	15,000	<u>(1)</u> 06/01/2017	Common Stock	15,000	
Stock Appreciation Rights	\$ 8.56	05/15/2015		M	30,000	<u>(2)</u> 06/01/2016	Common Stock	30,000	
Stock Appreciation Rights	\$ 5.21	05/15/2015		M	5,625	<u>(3)</u> 06/01/2020	Common Stock	5,625	
Stock Appreciation Rights	\$ 4.35	05/15/2015		M	12,500	<u>(4)</u> 06/01/2019	Common Stock	12,500	
	\$ 7.44	05/15/2015		M	11,250	<u>(5)</u> 06/01/2018		11,250	

Stock  
Appreciation  
Rights

Common  
Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ball Susan E C/O CROSS COUNTRY HEALTHCARE, INC. 6551 PARK OF COMMERCE BLVD., NW BOCA RATON, FL 33487			General Counsel & Secretary	

## Signatures

/s/ Susan E. Ball                      05/18/2015

\_\_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) The Stock Appreciation Rights vested in four equal installments and became fully exercisable on June 1, 2014.
- (2) The Stock Appreciation Rights vested in four equal installments and became fully exercisable on June 1, 2013.
- (3) The Stock Appreciation Rights began vesting in four equal installments on June 1, 2013. 5,625 of the Stock Appreciation Rights were exercisable as of June 1, 2014.
- (4) The Stock Appreciation Rights began vesting in four equal installments on June 1, 2013. 12,500 of the Stock Appreciation Rights were exercisable as of June 1, 2014.
- (5) The Stock Appreciation Rights began vesting in four equal installments on June 1, 2012. 11,250 of the Stock Appreciation Rights were exercisable as of June 1, 2014.

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.