

CROSS COUNTRY HEALTHCARE INC

Form 4

January 08, 2007

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HENSEL EMIL

(Last) (First) (Middle)

C/O CROSS COUNTRY
HEALTHCARE, INC., 6551 PARK
COMMERCE BLVD., SUITE 200

(Street)

BOCA RATON, FL 33487

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/04/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Chief Financial Officer

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 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	01/04/2007		M		16,874 A	\$ 7.75	136,774 ⁽¹⁾ D
Common Stock	01/04/2007		M		3,626 A	\$ 11.62	136,774 ⁽¹⁾ D

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

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information contained in this form are not
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SEC 1474
(9-02)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 7.75	01/04/2007		M	16,874	(2) 12/16/2009	Common Stock 16,874
Employee Stock Option (Right to Buy)	\$ 11.62	01/04/2007		M	3,626	(2) 12/16/2009	Common Stock 3,626

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HENSEL EMIL C/O CROSS COUNTRY HEALTHCARE, INC. 6551 PARK COMMERCE BLVD., SUITE 200 BOCA RATON, FL 33487	X Chief Financial Officer

Signatures

/s/ Emil Hensel 01/08/2007

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) Following the effect of each of the transactions reported by this Form 4, 40,955 shares are held by Mr. Hensel directly, 82,227 are held by his wife and 13,592 are held by his daughter. In addition to the shares listed in Column 5 of Table I, 13,373 are held by each of his two sons. Mr. Hensel's two sons are adults and as result, he disclaims beneficial ownership of these shares. Mr. Hensel's daughter is a college student and does not reside in Mr. Hensel's household. Her share ownership is reported in Table I.

(2) The options exercised are fully vested.

(3)

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In addition, Mr. Hensel has 236,602 options to purchase Common Stock of the Company with different exercise prices from any of 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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