

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
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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)

(Last) (First) (Middle)

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

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 General Counsel & Secretary

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

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

BOCA RATON, FL 33487

(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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
| | | | Code | V | Amount or Price | | |
| 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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SEC 1474
(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.