| SEC F | orm 4 |
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FORM 4

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

| Check this box if no longer subject to |
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| |
| Section 16. Form 4 or Form 5 |
| obligations may continue. See |
| Instruction 1(b). |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL | | | | | | | | |
|------------------------|-----------|--|--|--|--|--|--|--|
| OMB Number: | 3235-0287 | | | | | | | |
| Estimated average burg | den | | | | | | | |
| hours per response: | 0.5 | | | | | | | |

| 1. Name and Address of Reporting Person* <u>Murphy Robert Peter</u> (Last) (First) (Middle) | | | 2. Issuer Name and Ticker or Trading Symbol <u>CROSS COUNTRY HEALTHCARE INC</u> [<u>CCRN</u>] | | tionship of Reporting Person(s) to Issuer (all applicable) Director 10% Owner Officer (give title Other (specify below) below) | | |
|---|-------------------------|-------------|---|-------|--|---------------------|--|
| (Last) | (First) UNTRY HEALTI | , | 3. Date of Earliest Transaction (Month/Day/Year) | | Pres Workforce | Solutions | |
| C/U CRU33 CU | UNIKI HEALII | ICARE, INC. | 03/31/2018 | | | | |
| 5201 CONGRES | SS AVENUE | | | | | | |
| | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | idual or Joint/Group Filing | g (Check Applicable | |
| (Street) | | | | Line) | | | |
| BOCA RATON | FI | 33487 | | X | Form filed by One Repo | orting Person | |
| | rL | JJ407 | | | Form filed by More thar Person | n One Reporting | |
| (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. Transa Code (8) | | Disposed Of (D) (Instr. 3, 4 and 5) | | 5. Amount of Securities Beneficially Owned Following Reported | 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 | Transaction(s) (Instr. 3 and 4) | | (1150.4) |
| Common Stock | 03/31/2018 | | A | | 6,189 ⁽¹⁾ | A | \$ <mark>0</mark> | 25,904 | D | |
| Common Stock | 03/31/2018 | | F | | 291 ⁽²⁾ | D | \$11.11 | 25,613 | D | |
| Common Stock | 03/31/2018 | | F | | 382(2) | D | \$11.11 | 25,231 | D | |
| Common Stock | 03/31/2018 | | F | | 416 ⁽²⁾ | D | \$11.11 | 24,815 | D | |

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

| | | | (0.9.) P | , . | ,, | | ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,, | ••••••• | | | ,, | | | | |
|---|---|--|---|------------------------------|----|--|--|--|--------------------|---|---|---|--|--|--|
| 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. Transa Code (8) | | 5. Nu of Deriv Secu Acqu (A) of Dispo of (D) (Instr and 5 | vative rities ired r osed) . 3, 4 | 6. Date Exerc Expiration Da (Month/Day/Y | ate | 7. Title Amour Securi Underi Deriva Securi and 4) | nt of ties ying tive ty (Instr. 3 | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

Explanation of Responses:

1. These restricted shares of common stock vest in three equal installments. The installments will vest on March 31, 2019, March 31, 2020 and March 31, 2021.

2. These shares were withheld to satisfy Mr. Murphy's tax withholding obligation for restricted stock which vested on March 31, 2018.

Remarks:

/s/ Robert Peter Murphy

04/03/2018

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.