

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <u>CASH W LARRY</u>  (Last) (First) (Middle) <u>5234 MARGARET'S PLACE</u>  (Street) <u>BRENTWOOD TN 37027</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CROSS COUNTRY HEALTHCARE INC [ CCRN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/01/2004</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	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
Stock Option (right to buy)	\$16.6	06/01/2004		A		5,000		(1)	06/01/2014	Common Stock	5,000	\$0	20,500 <sup>(2)</sup>	D	

**Explanation of Responses:**

- The option is subject to the vesting schedule set forth in the Amended and Restated Cross Country Healthcare, Inc. Stock Option Plan. The option will be exercisable as to 1,250 shares as of 6/1/05, 2,500 shares as of 6/1/06, 3,750 shares as of 6/1/07 and 5,000 shares as of 6/1/08.
- On 5/29/03, Reporting Person was granted an option to purchase 3,000 shares of Common Stock at an exercise price of \$12.05. Currently, that option is exercisable as to 750 shares, and will be exercisable as to 1,500 shares as of 5/29/05, 2,250 shares as of 5/29/06 and 3,000 shares as of 5/29/07. On 10/25/01, Reporting Person was granted an option to purchase 12,500 shares of Common Stock at an exercise price of \$17.00. Currently, that option is exercisable as to 6,250 shares, and will be exercisable as to 9,375 shares as of 10/25/04 and 12,500 shares as of 10/25/05.

/s/ William Larry Cash                      06/01/2004

\*\* 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.