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I

# FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| eck this box if no longer subject to<br>ction 16. Form 4 or Form 5<br>ligations may continue. <i>See</i><br>struction 1(b). |
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# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

#### OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

|   | or Section 30(n) of the investment Company Act of 1940                                   |   |
|---|--|---|
| 1. Name and Address of Reporting Person*<br><u>LEWIS DANIEL J</u> | 2. Issuer Name and Ticker or Trading Symbol <u>CROSS COUNTRY HEALTHCARE INC</u> [ CCRN ] | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br>X Officer (give title Other (specify<br>below) below) |
| (Last) (First) (Middle)<br>6551 PARK OF COMMERCE BLVD., N.W.      | 3. Date of Earliest Transaction (Month/Day/Year) 10/01/2010                              | Principal Accounting Officer  |
| (Street)<br>BOCA RATON FL 33487                                   | 4. If Amendment, Date of Original Filed (Month/Day/Year)<br>10/05/2010                   | 6. Individual or Joint/Group Filing (Check Applicable<br>Line)<br>X Form filed by One Reporting Person<br>Form filed by More than One Reporting           |
| (City) (State) (Zip)  |  | Person  |

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | Transaction<br>Code (Instr. |   | 4. Securities<br>Disposed Of<br>5) |               |        | Securities<br>Beneficially         | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------|--|---|-----------------------------|---|------------------------------------|---------------|--------|------------------------------------|---|---|
|                                 |  |   | Code                        | v | Amount                             | (A) or<br>(D) | Price  | Transaction(s)<br>(Instr. 3 and 4) |   | (1130.4)  |
| Common Stock <sup>(1)</sup>     | 10/01/2010                                 |   | F                           |   | 167 <sup>(2)</sup>                 | D             | \$7.13 | 15,258                             | D   |   |

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4<br>and 5) |     | 6. Date Exerc<br>Expiration Da<br>(Month/Day/Y | 7. Title and<br>Amount of<br>Securities<br>Underlying<br>Derivative<br>Security (Instr. 3<br>and 4) |       | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
|---|---|--|---|------------------------------|---|---|-----|--|---|-------|---|--|--|--|--|
|   |   |  |   | Code                         | v | (A)   | (D) | Date<br>Exercisable                            | Expiration<br>Date  | Title | Amount<br>or<br>Number<br>of<br>Shares              |  |  |  |  |

#### Explanation of Responses:

1. This amended Form 4 is being filed to properly report the vesting of restricted stock on October 1, 2010.

2. The shares were withheld to satisfy Mr. Lewis' tax withholding obligation for restricted stock which vested on October 1, 2010.

### **Remarks:**

### /s/ Daniel J. Lewis

10/12/2010 \*\* 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.