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U.S. SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM 4

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

 omm	on Stock								
		8/20/02	x	4,400	Α	7.75	12,884	D	
		Day/Year)	Code V	Amount	(D)	Price	and 4)	(Instr.4)	(Instr. 4)
itl	e of Security tr. 3)	Date (Month/	(Instr. 8)	Amous+	(A) or	Drice	of Month (Instr. 3	Ìndirect (I)	Beneficial Ownership
		2. Transaction	3. Trans- action Code	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Benefi- cially Owned at End	6. Owner- ship Form: Direct (D) or	7. Nature of Indirect
===:	Table I Non-D	erivative Securit or Beneficially	/ Owned			=====			
-==:		==========	========	=======	======				
	[X] Form filed by One [_] Form filed by Mor	e than One Report	ing Person						
	Individual or Joint/Gr	oup Filing (Check	Applicable	Line)					
	President, Search and	•		( - p = 3±. y	/				
	<pre>[_] Director [X] Officer (give tit</pre>	le below)	[X] 10% [_] Othe	Owner r (specify	below)				
	Relationship of Report (Check all applicable)		suer						
	If Amendment, Date of	Original (Month/\	ear)						
	August 2002								
	Statement for Month/Ye								
	IRS Identification Num		Person, if a						
	Cross Country, Inc. (C	CRN)							
	Issuer Name and Ticker	or Trading Symbo							
	City)			(Zip)					
	St. Louis	(Street) MO		63119					
	501 Lake Avenue								
(	Last)	(First)		(Middle)					
	Westfall	Carol							
	Name and Address of Re	porting Person*							

					SEC	(0ver) 1474 (3-99)						
ORM 4 (continued) able II Deriva (e.g., pu	ative Secur uts, calls,	warrants	, options	, converti	ole secui							
itle of erivative ecurity Instr. 3)	2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8)  Code V	5. Number of Derivative Securities Acquired or Dispose of(D) (Instr. 3 4 and 5)	S Date (A) Exer ed Expo (Mor Date	rcisable and iration Date nth/Day/Year)  e Expira-		Lying es 3 and 4)	Deriv- ative Secur- ity (Instr.	9. Number of Deriv- ative Secur- ities Bene- ficially Owned at End of Month (Instr. 4)	10. Owner-ship Form of Deriv- ative Secur- ity: Direct (D) or In- direct (I) (Instr. 4)	11. Nature of In- direct Bene- ficial Owner- ship (Instr
mployee tock ption right to uy)		8/20/02			400 (1)		Common Stock	4,400	7.75	29,247(2)	D	

- The option is subject to the vesting schedule set forth in the Amended and Restated Cross Country, Inc. 1999 Stock Option Plan. The option is immediately exercisable as to 7,252 shares. The option will be exercisable as 10,877 shares as of December 16, 2002 and 14,503 shares as of December 16, 2003. After this transaction, the option is immediately exercisable as to 2,852 and will be exercisable as to 6,477 shares as of December 16, 2002 and 10,103 shares as of December 16, 2003.
- 10,103 shares were granted pursuant to the Amended and Restated Cross Country, Inc. 1999 Stock Option Plan as set forth in footnote number 1 (above). The additional 19,144 shares were awarded pursuant to the Amended and Restated Cross Country, Inc. 1999 Equity Participation Plan. Pursuant to the Amended and Restated Cross Country, Inc. 1999 Equity Participation Plan, the option is immediately exercisable as to 11,965 shares and will be exercisable as to 14,358 shares as of December 16, 2002, 16,751 shares as exercisable as to 14,358 shares as of December 16, 2002, 16,751 shares as of June 16, 2003 and 19,144 shares as of December 16, 2003. Pursuant to the

Amended Restated Cross Country, Inc. 1999 Equity Participation Plan, the first tranche of 3,426 shares will be exercisable at \$7.75 per share, the second tranche of 6,449 shares will be exercisable at \$11.62 per share, the third tranche of 6,449 shares will be exercisable at \$15.50 per share, the fourth tranche of 1,411 shares will be exercisable at \$19.37 per share and the remaining tranche of 1,409 shares will be exercisable at \$23.25 per share.

/s/ Carol Westfall

8/20/02

\*\*Signature of Reporting Person Carol Westfall Date

\*\* 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 provided is insufficient, see Instruction 6 for procedure.

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