

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

Check this box if no longer subject to 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

| | | |
|--|---|--|
| 1. Name and Address of Reporting Person* HENSEL EMIL (Last) (First) (Middle) 2538 NW 64TH BLVD. (Street) BOCA RATON FL 33496 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol CROSS COUNTRY HEALTHCARE INC [CCRN] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Financial Officer |
| | 3. Date of Earliest Transaction (Month/Day/Year) 08/14/2008 | |
| 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 | | | |
| Common Stock | 08/14/2008 | | M | | 3,000 | A | \$11.62 | 51,998 | D | |
| Common Stock | 08/14/2008 | | S | | 3,000 | D | \$16.69 | 48,998 | D | |
| Common Stock | 08/15/2008 | | M | | 2,000 | A | \$11.62 | 50,998 | D | |
| Common Stock | 08/15/2008 | | S | | 2,000 | D | \$17.01 | 48,998 | D | |
| Common Stock | | | | | | | | 131,502 ⁽¹⁾ | I | By Wife |

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 |
| Employee Stock Option (Right to Buy) | \$11.62 | 08/14/2008 | | M | | | 3,000 | (2) | 12/16/2009 | Common Stock | 3,000 | \$0 | 55,953 ⁽³⁾⁽⁴⁾ | D | |
| Employee Stock Option (Right to Buy) | \$11.62 | 08/15/2008 | | M | | | 2,000 | (2) | 12/16/2009 | Common Stock | 2,000 | \$0 | 53,953 ⁽³⁾⁽⁴⁾ | D | |

Explanation of Responses:

- Mr. Hensel's wife holds 131,502 shares. In addition to the shares listed in Column 5 of Table I, 16,543 shares are held by each of his two sons and 17,032 shares are held by his daughter. Mr. Hensel's children are adults and as a result he disclaims beneficial ownership to these shares.
- The options exercised are fully vested.
- Following the option exercise now reported in row 1 and row 2 of Table II, Mr. Hensel has 53,953 options that expire December 16, 2009 to purchase Common Stock of the Company at an exercise price of \$11.62 per share.
- In addition, Mr. Hensel has 236,602 options to purchase Common Stock of the Company with different exercise prices from the options reported in Table II.

Remarks:

/s/ Emil Hensel

08/18/2008

** 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.