

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>MORGAN STANLEY</u> (Last) (First) (Middle) <u>1585 BROADWAY</u> (Street) <u>NEW YORK NY 10036</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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/14/2005</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			
Common Stock, par value \$0.0001 per share ⁽¹⁾	04/14/2005		S		3,955,264	D	\$16.6	0	I ⁽²⁾	through partnerships
Common Stock, par value \$0.0001 per share ⁽¹⁾	04/14/2005		S		217,604	D	\$16.6	217,605	I ⁽³⁾	through partnerships

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)
						Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*
MORGAN STANLEY
 (Last) (First) (Middle)
1585 BROADWAY
 (Street)
NEW YORK NY 10036
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
MORGAN STANLEY VENTURE CAPITAL III INC
 (Last) (First) (Middle)
1221 AVENUE OF THE AMERICAS
 (Street)
NEW YORK NY 10020
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
MORGAN STANLEY VENTURE PARTNERS III LLC

(Last) (First) (Middle)

1221 AVENUE OF THE AMERICAS

(Street)

NEW YORK NY 10020

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[MORGAN STANLEY VENTURE PARTNERS III LP](#)

(Last) (First) (Middle)

1221 AVENUE OF THE AMERICAS

(Street)

NEW YORK NY 10020

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[MORGAN STANLEY VENTURE PARTNERS ENTREPRENEUR FUND LP](#)

(Last) (First) (Middle)

1221 AVENUE OF THE AMERICAS

(Street)

NEW YORK NY 10020

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[MORGAN STANLEY VENTURE INVESTORS III LP](#)

(Last) (First) (Middle)

1221 AVENUE OF THE AMERICAS

(Street)

NEW YORK NY 10020

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[MSDW CAPITAL PARTNERS IV INC](#)

(Last) (First) (Middle)

1221 AVENUE OF THE AMERICAS

(Street)

NEW YORK NY 10020

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[MSDW CAPITAL PARTNERS IV LLC](#)

(Last) (First) (Middle)

1221 AVENUE OF THE AMERICAS

(Street)

NEW YORK NY 10020

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[MORGAN STANLEY DEAN WITTER CAPITAL PARTNERS IV L P](#)

(Last) (First) (Middle)

1221 AVENUE OF THE AMERICAS

(Street)

NEW YORK NY 10020

(City)

(State)

(Zip)

Explanation of Responses:

1. Please see attached Joint Filer Information. The Reporting Person is filing solely in its capacity as parent company of, and indirect beneficial owner of securities held by, one of its business units.
2. The reported securities are owned directly by Morgan Stanley Dean Witter Capital Partners IV, L.P., MSDW IV 892 Investors, L.P. and Morgan Stanley Dean Witter Capital Investors IV, L.P. (collectively, the "MSDW IV Funds"). The Reporting Person is the ultimate parent company of MSDW Capital Partners IV, Inc. ("MSDWCP IV, Inc."), which is the institutional managing member of MSDW Capital Partners IV, LLC ("MSDWCP IV, LLC"). MSDWCP IV, LLC is the general partner of each of the MSDW IV Funds. The Reporting Person, MSDWCP IV, LLC and MSDWCP IV, Inc., each disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interests therein.
3. The reported securities are owned directly by Morgan Stanley Venture Partners III, L.P., Morgan Stanley Venture Investors III, L.P. and The Morgan Stanley Venture Partners Entrepreneur Fund, L.P. (collectively, the "MSDW III Funds"). The Reporting Person is the ultimate parent company of Morgan Stanley Venture Capital III, Inc. ("MSVC III, Inc."), which is the institutional managing member of Morgan Stanley Venture Partners III, L.L.C. ("MSVP III, L.L.C."). MSVP III, L.L.C. is the general partner of each of the MSDW III Funds. The Reporting Person, MSVP III, L.L.C. and MSVC III, Inc., each disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interests therein.

/s/ Peter Vogelsang, authorized signatory for Morgan Stanley 04/15/2005

/s/ Kenneth F. Clifford, CFO of Metalmark Subadvisor LLC, as attorney-in-fact of the general partner of the MSDW IV Funds, for each of these entities 04/15/2005

/s/ Debra Abramovitz, Executive Director of MSVC III, Inc., institutional managing member of the general partner of the MSDW III Funds, for each of these entities 04/15/2005

** 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.

Joint Filer Information

Each of the following joint filers has designated Morgan Stanley as the “Designated Filer” for the purposes of the attached Form 4:

- (1) Morgan Stanley Venture Capital III, Inc. (“**MSVC III, Inc.**”)
1221 Avenue of the Americas
New York, New York 10020
- (2) Morgan Stanley Venture Partners III, L.L.C. (“**MSVP III, L.L.C.**”)
1221 Avenue of the Americas
New York, New York 10020
- (3) Morgan Stanley Venture Partners III, L.P. (“**MSVP III, L.P.**”)
1221 Avenue of the Americas
New York, New York 10020
- (4) Morgan Stanley Venture Partners Entrepreneur Fund, L.P. (the “**Entrepreneur Fund**”)
1221 Avenue of the Americas
New York, New York 10020
- (5) Morgan Stanley Venture Investors III, L.P. (“**MSVI III, L.P.**”)
1221 Avenue of the Americas
New York, New York 10020
- (6) MSDW Capital Partners IV, Inc. (“**MSDWCP IV, Inc.**”)
1221 Avenue of the Americas
New York, New York 10020
- (7) MSDW Capital Partners IV, LLC (“**MSDWCP IV, LLC**”)
1221 Avenue of the Americas
New York, New York 10020
- (8) Morgan Stanley Dean Witter Capital Partners IV, L.P. (“**MSDWCP IV, L.P.**”)
1221 Avenue of the Americas
New York, New York 10020
- (9) MSDW IV 892 Investors, L.P. (“**MSDW IV 892, L.P.**”)
1221 Avenue of the Americas
New York, New York 10020
- (10) Morgan Stanley Dean Witter Capital Investors IV, L.P. (“**MSDWCI IV, L.P.**”)
1221 Avenue of the Americas
New York, New York 10020

Issuer & Ticker Symbol: Cross Country, Inc. (CCRN)

Date of Event Requiring Statement: 04/14/05

Signature: /s/ Peter Vogelsang

By: Peter Vogelsang, as authorized signatory for
Morgan Stanley

Signature: /s/ Kenneth F. Clifford

By: Kenneth F. Clifford, Chief Financial Officer
of Metalmark Subadvisor LLC, as attorney-in-fact
of MSDWCP IV, LLC, the general partner of
MSDWCP IV, L.P., MSDW IV 892, L.P. and

Signature: /s/ Debra Abramovitz

By: Debra Abramovitz, Executive Director of
MSVC III, Inc., institutional managing member of
MSVP III, L.L.C., the general partner of MSVP
III, L.P., the Entrepreneur Fund and MSVI III,
L.P.
