FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB AP	OMB APPROVAL										
OMB Number:	3235-0287										
Expires:	December 31, 2014										
Estimated average	hurden										

0.5

hours per

response:

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* BOSHART JOSEPH						2. Issuer Name and Ticker or Trading Symbol CROSS COUNTRY HEALTHCARE INC										Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner					
						CCRN]									X					- 1	
(Last) (First) (Middle)						Date of Earliest Transaction (Month/Day/Year)									− X	below)	Officer (give title below)		Other (s below)	Бреспу	
(2001)	(.		05/20/2003											President and		CEO					
(Street)						4. If Amendment, Date of Original Filed (Month/Day/Year)										6. Individual or Joint/Group Filing (Check Applicable Line)					
,					-										1 1	X Form filed by One Reporting Person					
(City) (State) (Zip)																Form filed by More than One Reporting Person					
		Tal	ole I - Noi	n-Deri	vativ	re Se	curi	ties Ad	cqu	ired, D	isp	osed o	f, or Bo	ene	ficially	Owned					
1. Title of Security (Instr. 3) 2. Transa Date (Month/D							2A. Deemed Execution Date, if any (Month/Day/Year)		e,	Transaction Code (Instr.			4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 5)			4 and Securitie Beneficia Owned F		Form (D) or	: Direct r Indirect str. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
										Code V	,	Amount	(A) (D)	or	Price	Reported Transaction(s) (Instr. 3 and 4)					
Common	Stock			05/2	20/200	0/2003				X		22,000) A		7.75	252,	2,219 ⁽¹⁾ D				
			Table II -									sed of, onvertib				Owned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution I if any (Month/Day	Date,		ransaction Code (Instr.		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable al Expiration Date (Month/Day/Year)			7. Title a of Secu Underly Derivati (Instr. 3	rities ing ve So	ecurity	8. Price of Derivative Security (Instr. 5)	9. Number derivative Securitie Beneficia Owned Following Reported Transacti (Instr. 4)	e s ally g	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Dat Exe	te ercisable		xpiration ate	Title	O N O	Amount or Jumber of Shares						
Employee Stock Option	7.75	05/20/2003			X			22,000	06/:	16/2001 ⁽²⁾	1	2/16/2009	Commo Stock	1 2	22,000	\$ 7.75 ⁽³⁾	493,69	4 ⁽⁴⁾	D		

Explanation of Responses:

buy)

- 1. Joseph Boshart directly owns 145,036 shares, his wife owns 87,350 shares, his two daughters each own 6,611 shares and his son owns 6,611 shares.
- 2. The option is subject to the vesting schedule set forth in the Amended and Restated Cross Country, Inc. 1999 Equity Participation Plan. The option is immediately exercisable as to 370,521 shares. The option will be exercisable as to 434,607 shares as of June 16, 2003 and 498,964 shares as of December 16, 2003. After this transaction, the option will be immediately exercisable as to 348,521 shares and will be exercisable as to 412,607 shares as of June 16, 2003 and 476,964 shares as of December 16, 2003.
- 3. Pursuant to the Amended and Restated Cross Country, Inc. 1999 Equity Participation Plan, the first tranche of 77,745 shares will be exercisable at \$7.75 per share, the second tranche of 172,697 shares will be exercisable at \$11.62 per share, the third tranche of 172,697 shares will be exercisable at \$15.50 per share, the fourth tranche of 37,777 shares will be exercisable at \$19.37 per share and the remaining tranche of 37,778 shares will be exercisable at \$23.25 per share. After this transaction the first tranche will be reduced by 22,000 shares to 55,745 shares, which shares will be exercisable at \$7.75 per share and the remainder of the tranches will be exercisable in the amounts and at the prices described above.
- 4. On April 11, 2003 an option was granted for 17,000 shares of Common Stock pursuant to the Amended and Restated Cross Country 1999 Stock Option Plan. The exercise price for such options is \$10.38 and expires on April 11, 2013. The option vests in four equal installments beginning on April 11, 2004.

<u>Joseph A. Boshart</u> <u>05/20/2003</u>

** 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.