

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* <b>LEWIS DANIEL J</b> <hr/> (Last) (First) (Middle) <b>1108 SE 14TH AVENUE</b> <hr/> (Street) <b>DEERFIELD BEACH FL 33441</b> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>CROSS COUNTRY HEALTHCARE INC [ CCRN ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Principal Accounting Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>02/15/2007</b>	
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	02/15/2007		M		13,278	A	\$7.75	100	D	
Common Stock	02/15/2007		S		100	D	\$20.91	100	D	
Common Stock	02/15/2007		S		600	D	\$20.87	100	D	
Common Stock	02/15/2007		S		200	D	\$20.86	100	D	
Common Stock	02/15/2007		S		400	D	\$20.85	100	D	
Common Stock	02/15/2007		S		600	D	\$20.84	100	D	
Common Stock	02/15/2007		S		1,200	D	\$20.83	100	D	
Common Stock	02/15/2007		S		300	D	\$20.82	100	D	
Common Stock	02/15/2007		S		1,100	D	\$20.81	100	D	
Common Stock	02/15/2007		S		400	D	\$20.8	100	D	
Common Stock	02/15/2007		S		578	D	\$20.78	100	D	
Common Stock	02/15/2007		S		1,100	D	\$20.77	100	D	
Common Stock	02/15/2007		S		700	D	\$20.76	100	D	
Common Stock	02/15/2007		S		2,100	D	\$20.75	100	D	
Common Stock	02/15/2007		S		498	D	\$20.72	100	D	
Common Stock	02/15/2007		S		902	D	\$20.71	100	D	
Common Stock	02/15/2007		S		700	D	\$20.7	100	D	
Common Stock	02/15/2007		S		100	D	\$20.69	100	D	
Common Stock	02/15/2007		S		200	D	\$20.68	100	D	
Common Stock	02/15/2007		S		700	D	\$20.67	100	D	
Common Stock	02/15/2007		S		700	D	\$20.66	100	D	
Common Stock	02/15/2007		S		100	D	\$20.64	100	D	

**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	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$7.75	02/15/2007		M			13,278	(I)	12/16/2009	Common Stock	13,278	\$0	0 <sup>(2)</sup>	D	

**Explanation of Responses:**

1. The options exercised are fully vested.
2. In addition, Mr. Lewis has 32,816 options to purchase Common Stock of the Company with different exercise prices from the options reported in Table II.

**Remarks:**

/s/ Daniel J. Lewis                                  02/16/2007  
 \*\* 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.**