

**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

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

1. Name and Address of Reporting Person* <u>Ginter James Eugene</u> _____ (Last) (First) (Middle) 6551 PARK OF COMMERCE BLVD., N.W. _____ (Street) BOCA RATON FL 33487 _____ (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 10% Owner X Officer (give title below) Other (specify below) <u>Pres., Med. Doctor Assoc., LLC</u>
	3. Date of Earliest Transaction (Month/Day/Year) 06/01/2013	

**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 <sup>(1)</sup>	06/01/2013		A		4,000	A	\$0	21,000	D	
Common Stock	06/01/2013		F		1,610 <sup>(2)</sup>	D	\$5.21	19,490	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
Stock Appreciation Rights	\$5.21	06/01/2013		A		4,000		(3)	06/01/2020	Common Stock	4,000	\$0	29,000	D	

**Explanation of Responses:**

- The restricted shares of common stock vest in four equal installments. The installments will vest on June 1, 2014, June 1, 2015, June 1, 2016 and June 1, 2017.
- The shares were withheld to satisfy Mr. Ginter's tax withholding obligation for restricted stock which vested on June 1, 2013.
- The stock appreciation rights vest in four equal installments. The installments will vest on June 1, 2014, June 1, 2015, June 1, 2016 and June 1, 2017.

**Remarks:**

/s/ James Eugene Ginter                      06/04/2013

\*\* 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.

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