Gulacsy Elizabeth Form 4 June 05, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005 Estimated average

burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

(Last)

(City)

1. Name and Address of Reporting Person *

(First)

(State)

Gulacsy Elizabeth

2. Issuer Name and Ticker or Trading

Symbol

CROSS COUNTRY

HEALTHCARE INC [CCRN] 3. Date of Earliest Transaction

(Month/Day/Year) 06/01/2012

(Zip)

(Middle)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify below) Chief Accounting Officer

6551 PARK OF COMMERCE BLVD., N.W.

> (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

X Form filed by One Reporting Person Form filed by More than One Reporting Person

BOCA RATON, FL 33487

	Tuble 1 Tion Delivative Securities Required, Disposed on, or Denemental						j O Wilcu		
1.Title of	2. Transaction Date	3.	4. Securities Acquired			5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)			Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8))			Owned	Indirect (I)	Ownership
		•					Following	(Instr. 4)	(Instr. 4)
							Reported		
					(A)		Transaction(s)		
					or		(Instr. 3 and 4)		
			Code V	Amount	(D)	Price	,		
Common	06/01/2012		٨	12.500	٨	¢ 0	21.010	D	
Stock (1)	06/01/2012		A	12,500	A	\$ 0	21,010	D	
Common	06/01/0010		Б	(72 (2)	ъ	\$	20,337	Ъ	
Stock	06/01/2012		F	6/3 (2)	ע	4 35	20,337	D	
~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~									

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Transa Code (Instr.		5. Number of orDerivative 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 Underlying Securitie (Instr. 3 and 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shar
Stock Appreciation Rights	\$ 4.35	06/01/2012		A		12,500		(3)	06/01/2019	Common Stock	12,50

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Gulacsy Elizabeth 6551 PARK OF COMMERCE BLVD., N.W. BOCA RATON, FL 33487

Chief Accounting Officer

Signatures

/s/ Elizabeth Gulacsy 06/05/2012

**Signature of Date
Reporting Person

Explanation of Responses:

- * 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).
- (1) The restricted shares of common stock vest in four equal installments. The installments will vest on June 1, 2013, June 1, 2014, June 1, 2015 and June 1, 2016.
- (2) The shares were withheld to satisfy Ms. Gulacsy's tax withholding obligation for restricted stock which vested on June 1, 2012.
- (3) The stock appreciation rights vest in four equal installments. The installments will vest on June 1, 2013, June 1, 2014, June 1, 2015 and June 1, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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