

CROSS COUNTRY HEALTHCARE INC

Form 4

April 18, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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 OF
SECURITIES**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MORGAN STANLEY

2. Issuer Name **and** Ticker or Trading
Symbol
**CROSS COUNTRY
HEALTHCARE INC [CCRN]**

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1585 BROADWAY
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/14/2005

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

NEW YORK, NY 10036

(City) (State) (Zip)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting
Person

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

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

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SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORGAN STANLEY 1585 BROADWAY NEW YORK, NY 10036		X		
MORGAN STANLEY VENTURE CAPITAL III INC 1221 AVENUE OF THE AMERICAS NEW YORK, NY 10020		X		
MORGAN STANLEY VENTURE PARTNERS III LLC 1221 AVENUE OF THE AMERICAS NEW YORK, NY 10020		X		
MORGAN STANLEY VENTURE PARTNERS III LP 1221 AVENUE OF THE AMERICAS NEW YORK, NY 10020		X		
MORGAN STANLEY VENTURE PARTNERS ENTREPRENEUR FUND LP 1221 AVENUE OF THE AMERICAS NEW YORK, NY 10020		X		
MORGAN STANLEY VENTURE INVESTORS III LP 1221 AVENUE OF THE AMERICAS NEW YORK, NY 10020		X		

MSDW CAPITAL PARTNERS IV INC
1221 AVENUE OF THE AMERICAS
NEW YORK, NY 10020 X

MSDW CAPITAL PARTNERS IV LLC
1221 AVENUE OF THE AMERICAS
NEW YORK, NY 10020 X

MORGAN STANLEY DEAN WITTER CAPITAL PARTNERS IV L P
1221 AVENUE OF THE AMERICAS
NEW YORK, NY 10020 X

Signatures

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

__Signature of Reporting Person

Date

/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

__Signature of Reporting Person

Date

/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

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) 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.

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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