

Edgar Filing: BOSHART JOSEPH - Form 4

President and Chief Executive Officer

7. Individual or Joint/Group Filing (Check Applicable Line)

- Form filed by One Reporting Person
 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)	3. Trans- action Code (Instr. 8) ----- Code V	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- Amount	(A) or (D)	Price	5. Amount of Securities Benefi- cially Owned at En d of Month (Instr. 3 and 4)
Common Stock	8/22/02	X	14,000	A	7.75	
Common Stock	8/22/02	P	1,000	A	14.56	
Common Stock	8/22/02	P	100	A	14.64	
Common Stock	8/22/02	P	600	A	14.62	
Common Stock	8/22/02	P	1800	A	14.65	
						118,159
						105,053

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 5(b) (v).

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.

(Over)
SEC 1474 (3-99)

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FORM 4 (continued)

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. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Exer- cisable Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares
Employee Stock Option(right to buy)Exercise		8/22/02	X	14,000	(2) 12/16/09	Common Stock 14,000

Explanation of Responses:

(1) 89,480 are held by his spouse, 10,382 shares are held by his daughters (each daughter holding 5,191 shares) and 5,191 shares are held by his son.

(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 320,434 shares. The option will be exercisable as to 384,521 shares as of December 16, 2002, 448,607 shares as of June 16, 2003 and 512,964 shares as of December 16, 2003. After this transaction, the option will be immediately exercisable as to 306,434 shares and will be exercisable as to 370,521 shares as of December 16, 2002, 434,607 shares as of June 16, 2003 and 498,964 shares as of December 16, 2003.

(3) Pursuant to the Amended and Restated Cross Country, Inc. 1999 Equity Participation Plan, the first tranche of 91,745 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

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\$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 14,000 shares to 77,745 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.

Joseph A. Boshart

/s/ Joseph A. Boshart

8/23/02

**Signature of Reporting Person

Date

**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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