

Miller Marc D
Form 4
April 29, 2009

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Miller Marc D

2. Issuer Name and Ticker or Trading Symbol
UNIVERSAL HEALTH SERVICES INC [UHS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
04/23/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
Sr. Vice President

UNIVERSAL HEALTH SERVICES, INC., 367 SOUTH GULPH ROAD

(Street)

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

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

KING OF PRUSSIA, PA 19406

(City) (State) (Zip)

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 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 | | | |
| Class B Common Stock | 04/23/2009 | | J | V 35,443 (1) D \$ 41.59 | 14,557 | I | By The Abby Miller King 2008 GRAT |
| Class B Common Stock | 04/23/2009 | | J | V 35,443 (1) D \$ 41.59 | 14,557 | I | By The Marc Daniel Miller 2008 |

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| | | | | | | | | | | |
|----------------------------|------------|--|---|---|---------------|---|-------------|---------|---|---|
| Class B Common Stock | 04/23/2009 | | J | V | 35,443 (1) | D | \$ 41.59 | 14,557 | I | GRAT By The Marni Spencer 2008 GRAT |
| Class B Common Stock | | | | | | | | 7,156 | D | |
| Class B Common Stock | | | | | | | | 148,012 | I | By MMA Family, LLC (2) |
| Class B Common Stock | | | | | | | | 20,000 | I | By The Abby Miller King 2008 GRAT (A) |
| Class B Common Stock | | | | | | | | 20,000 | I | By The Marc Daniel Miller 2008 GRAT (A) |
| Class B Common Stock | | | | | | | | 20,000 | I | By The Marni Spencer 2008 GRAT (A) |

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

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(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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price Derivati Security (Instr. 5) |
|---|--|---|---|--------------------------------------|---|--|---|--|
|---|--|---|---|--------------------------------------|---|--|---|--|

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| | Code | V | Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|----------------------|------|---|---|-----|------------------|-----------------|----------------------|----------------------------|
| | | | (A) | (D) | | | | |
| Class A Common Stock | | | | | (4) | (5) | Class B Common Stock | 444,447 |
| Class A Common Stock | | | | | (4) | (5) | Class B Common Stock | 5,250 |
| Class A Common Stock | | | | | (4) | (5) | Class B Common Stock | 5,250 |
| Class A Common Stock | | | | | (4) | (5) | Class B Common Stock | 5,250 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Miller Marc D UNIVERSAL HEALTH SERVICES, INC. 367 SOUTH GULPH ROAD KING OF PRUSSIA, PA 19406 | X | | Sr. Vice President | |

Signatures

/s/ Marc D.
Miller

04/29/2009

**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)

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On April 23, 2009, each of The Marc Daniel Miller 2008 GRAT, The Marni Spencer 2008 GRAT and The Abby Miller King 2008 GRAT transferred 35,443 shares of Class B Common Stock to Alan B. Miller. Mr. Marc Daniel Miller serves as Co-Trustee of each of these GRATs.

- (2) Mr. Miller disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that Mr. Miller is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- (3) These shares are convertible to Class B Common Stock on a share for share basis.
- (4) Immediately.
- (5) Not Applicable.

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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