

Miller Marc D  
Form 4  
March 15, 2010

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)

UNIVERSAL HEALTH  
SERVICES, INC., 367 SOUTH  
GULPH ROAD

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/12/2010

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
President

(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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount<br>(A)<br>or<br>(D)                                                                                         | Price                                                                   |                                                                                |
| Class B<br>Common<br>Stock            | 03/12/2010                              |                                                             | M                                    |                                                                         | 30,000                                                                                                             | A \$ 29.26                                                              | 44,312 D                                                                       |
| Class B<br>Common<br>Stock            | 03/12/2010                              |                                                             | M                                    |                                                                         | 10,000                                                                                                             | A \$ 25.595                                                             | 54,312 D                                                                       |
| Class B<br>Common<br>Stock            | 03/12/2010                              |                                                             | M                                    |                                                                         | 25,000                                                                                                             | A \$ 24.445                                                             | 79,312 D                                                                       |

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|                            |            |   |        |   |          |         |   |                                                                   |
|----------------------------|------------|---|--------|---|----------|---------|---|-------------------------------------------------------------------|
| Class B<br>Common<br>Stock | 03/12/2010 | M | 17,500 | A | \$ 16.22 | 96,812  | D |                                                                   |
| Class B<br>Common<br>Stock | 03/12/2010 | F | 68,369 | D | \$ 33.03 | 28,443  | D |                                                                   |
| Class B<br>Common<br>Stock |            |   |        |   |          | 296,024 | I | By MMA<br>Family,<br>LLC <sup>(1)</sup> <sup>(2)</sup>            |
| Class B<br>Common<br>Stock |            |   |        |   |          | 4,114   | I | By The<br>Abby<br>Miller<br>King<br>2008<br>GRAT                  |
| Class B<br>Common<br>Stock |            |   |        |   |          | 80,000  | I | By The<br>Abby<br>Miller<br>King<br>2009<br>GRAT                  |
| Class B<br>Common<br>Stock |            |   |        |   |          | 42,000  | I | By The<br>Abby<br>Miller<br>King<br>2010<br>GRAT <sup>(3)</sup>   |
| Class B<br>Common<br>Stock |            |   |        |   |          | 4,114   | I | By The<br>Marc<br>Daniel<br>Miller<br>2008<br>GRAT                |
| Class B<br>Common<br>Stock |            |   |        |   |          | 80,000  | I | By The<br>Marc<br>Daniel<br>Miller<br>2009<br>GRAT                |
| Class B<br>Common<br>Stock |            |   |        |   |          | 42,000  | I | By The<br>Marc<br>Daniel<br>Miller<br>2010<br>GRAT <sup>(3)</sup> |
|                            |            |   |        |   |          | 4,114   | I |                                                                   |

|                            |  |  |  |        |   |                                                           |
|----------------------------|--|--|--|--------|---|-----------------------------------------------------------|
| Class B<br>Common<br>Stock |  |  |  |        |   | By The<br>Marni<br>Spencer<br>2008<br>GRAT                |
| Class B<br>Common<br>Stock |  |  |  | 80,000 | I | By The<br>Marni<br>Spencer<br>2009<br>GRAT                |
| Class B<br>Common<br>Stock |  |  |  | 42,000 | I | By The<br>Marni<br>Spencer<br>2010<br>GRAT <sup>(3)</sup> |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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<br>Derivative<br>Security<br>(Instr. 3)    | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                            |                                     |
|--------------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|----------------------------|-------------------------------------|
|                                                        |                                                                    |                                         |                                                             | Code                                 | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title                      | Amount<br>or<br>Number<br>of Shares |
| Option<br>To<br>Purchase<br>Class B<br>Common<br>Stock | \$ 29.26                                                           | 03/12/2010                              |                                                             | M                                    |                                                                                                              | 30,000                                                         |     | <u>(4)</u>                                                          | 09/10/2011         | Class B<br>Common<br>Stock | 30,000                              |
| Option<br>To<br>Purchase<br>Class B<br>Common<br>Stock | \$ 25.595                                                          | 03/12/2010                              |                                                             | M                                    |                                                                                                              | 10,000                                                         |     | <u>(5)</u>                                                          | 08/02/2012         | Class B<br>Common<br>Stock | 10,000                              |

|                                                        |           |            |   |        |            |            |                            |        |
|--------------------------------------------------------|-----------|------------|---|--------|------------|------------|----------------------------|--------|
| Option<br>To<br>Purchase<br>Class B<br>Common<br>Stock | \$ 24,445 | 03/12/2010 | M | 25,000 | <u>(6)</u> | 11/21/2012 | Class B<br>Common<br>Stock | 25,000 |
| Option<br>To<br>Purchase<br>Class B<br>Common<br>Stock | \$ 16.22  | 03/12/2010 | M | 17,500 | <u>(7)</u> | 11/21/2013 | Class B<br>Common<br>Stock | 17,500 |

## Reporting Owners

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

## Signatures

/s/ Steve Filton, Attorney in Fact for Marc D.  
Miller

03/15/2010

                    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).

Marc D. Miller disclaims beneficial ownership of the securities attributable to Jill Miller and The Marni Spencer 2005 GRAT and The Abby Miller King 2005 GRAT as members of the MMA Family, LLC, and this report shall not be deemed an admission that he is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

(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.

On March 10, 2010, Mr. Alan B. Miller transferred 42,000 shares of Class B Common Stock to each of The Marc Daniel Miller 2010 GRAT, The Marni Spencer 2010 GRAT and The Abby Miller King 2010 GRAT. Mr. Marc D. Miller serves as Co-Trustee of each of these GRATs.

(4) The option vested on each of 9/11/2007, 9/11/2008 and 9/11/2009.

(5) The option vested on each of 8/2/2008 and 8/2/2009.

(6) The option vested on each of 11/21/2008 and 11/21/2009.

(7) The option vested on 11/21/2009.

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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