

Miller Marc D
Form 4
March 15, 2010

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)
03/12/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
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 (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)
				(A) or (D)	Price		
				Code	V	Amount	
Class B Common Stock	03/12/2010		M	30,000	A	\$ 29.26	44,312 D
Class B Common Stock	03/12/2010		M	10,000	A	\$ 25.595	54,312 D
Class B Common Stock	03/12/2010		M	25,000	A	\$ 24.445	79,312 D

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

Class B Common Stock						By The Marni Spencer 2008 GRAT
Class B Common Stock				80,000	I	By The Marni Spencer 2009 GRAT
Class B Common Stock				42,000	I	By The Marni Spencer 2010 GRAT ⁽³⁾

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 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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Option To Purchase Class B Common Stock	\$ 29.26	03/12/2010		M	30,000	⁽⁴⁾ 09/10/2011	Class B Common Stock	30,000
Option To Purchase Class B Common Stock	\$ 25.595	03/12/2010		M	10,000	⁽⁵⁾ 08/02/2012	Class B Common Stock	10,000

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

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		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.
- (1) 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.
 - (2) 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.
 - (3) The option vested on each of 9/11/2007, 9/11/2008 and 9/11/2009.
 - (4) The option vested on each of 8/2/2008 and 8/2/2009.
 - (5) The option vested on each of 11/21/2008 and 11/21/2009.
 - (6) The option vested on 11/21/2009.
 - (7)

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.