

Miller Marc D
Form 4
May 01, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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)
04/27/2012

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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------|---|----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Class B Common Stock | 04/27/2012 | | J ⁽¹⁾ | | 263,876 | D | \$ 0 | 32,148 | I | By MMA Family, LLC |
| Class B Common Stock | 04/27/2012 | | J ⁽¹⁾ | | 32,148 | D | \$ 0 | 0 | I | By MMA Family, LLC |
| Class B Common Stock | 04/30/2012 | | G ⁽²⁾ | V | 59,900 | A | \$ 0 | 59,900 | I | The Abby Miller King 2011 Family |

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| Class | Date | Code | Quantity | Value | Cost | Gain | Loss | Category | Trust Name |
|----------------------------|------------|--------------------|----------|-------|------|--------|------|----------|---|
| Class B Common Stock | 04/30/2012 | G ⁽²⁾ V | 59,900 | A | \$ 0 | 59,900 | | I | The Marc Daniel Miller 2011 Family Trust |
| Class B Common Stock | 04/30/2012 | G ⁽²⁾ V | 59,900 | A | \$ 0 | 59,900 | | I | The Marni Spencer 2011 Family Trust |
| Class B Common Stock | | | | | | 29,191 | | D | |
| Class B Common Stock | | | | | | 22,698 | | I | By The Abby Miller King 2010 GRAT (A) |
| Class B Common Stock | | | | | | 22,698 | | I | By The Marc Daniel Miller 2010 GRAT (A) |
| Class B Common Stock | | | | | | 22,698 | | I | By The Marni Spencer 2010 GRAT (A) |
| Class B Common Stock | | | | | | 25,863 | | I | The Abby Danielle Miller 2002 Trust |
| Class B Common Stock | | | | | | 25,863 | | I | The Marc Daniel Miller 2002 Trust |
| Class B Common Stock | | | | | | 25,863 | | I | The Marni Spencer 2002 Trust |

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

SEC 1474
(9-02)

required to respond unless the form displays a currently valid OMB control number.

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 Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

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/ Marc D. Miller 05/01/2012

**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) On April 27, 2012, MMA Family, LLC made a distribution of (i) 263,876 shares of UHS Class B Common Stock to Mr. Alan B. Miller, as a member, and (ii) 32,148 shares of UHS Class B Common Stock to Jill S. Miller, Mr. Alan B. Miller's spouse, as a member.
- (2) On April 30, 2012, Mr. Alan B. Miller transferred 59,900 shares of UHS Class B Common Stock to each of The Marc Daniel Miller 2011 Family Trust, The Marni Spencer 2011 Family Trust and The Abby Miller King 2011 Family Trust. These shares were previously directly held by Alan B. Miller and the transfer resulted in a change of beneficial ownership from direct to indirect. Alan B. Miller's pecuniary interest in these shares is unchanged. Mr. Marc D. Miller disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that Mr. Marc D. Miller is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

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.