HERRELL JOHN H

Form 5

February 11, 2003

SEC Form 5

OMB APPROVAL FORM 5 **UNITED STATES SECURITIES AND EXCHANGE COMMISSION** [] Check this box if no Washington, D.C. 20549 longer subject to Section 16. Form 4 OMB Number: 3235-0362 or Form 5 obligations may Expires: January 31, 2005 ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP continue. Estimated average burden See Instruction 1(b). hours per response. 1.0 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section [] Form 3 Holdings 17(a) of the Public Utility Reported Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940 [X] Form 4 Transactions Reported Name and Address of Reporting Person* 2. Issuer Name 4. Statement for 6. Relationship of Reporting Person(s) to Herrell, John H. and Ticker or Trading Symbol Month/Year (Check all applicable) Universal Health Services, 12/2002 (Last) (First) Inc. X Director _ 10% Owner (Middle) ("UHS") Officer (give title below) _ Other 367 South Gulph Road (specify below) 5. If Amendment, 3. I.R.S. Identification (Street) Date of Original Description Number of Reporting King of Prussia, PA 19406 (Month/Year) Person, if an entity (voluntary) 7. Individual or Joint/Group (City) (State) (Zip) Filing (Check Applicable Line) X 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 2.Transaction 2A. Deemed 4. Securities Acquired 5. 6. Owner-7. Nature of Amount of Execution Date, if Transaction (Instr. 3) Date (A) or Disposed Of Securities ship Indirect (Month/Day/Year) any Code (D) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned at end Direct (D) Ownership (Instr. 3, 4, and 5) or Issuer's Fiscal Indirect (Instr. 4) Year (Instr. 3 and (Instr. 4) Amount A/D Price

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)	sion or Exercise Price of Deri- vative	Transaction Date (Month/ Day/ Year)	E	Transaction Code (Instr.8)	of	Exercisable(DE) and	Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.5)	Derivative Securities Beneficially Owned at End of Year Reported Transaction(s)	Securitie

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1	I	1	ı i	· ·	I	1	l	1	I	Indirect (I
					(Instr. 3, 4 and 5)					(Instr.4)
				ŀ	4 and 5)					(11150.4)
				ŀ	'	DE / ED	Title / Amount or			
				ŀ	<u> </u>	DE , 25	Number of Shares			
					A or D					
Phantom Stock	1 for 1	08/06/1997		A(1) (8)	80.808 A	(2) / (2)	Class B Common Stock / 80.808	\$41.250		D
Phantom Stock	1 for 1	09/17/1997		A(1) (8)	72.17 A	(2) / (2)	Class B Common Stock / 72.17	\$46.1875		D
Phantom Stock	1 for 1	11/19/1997		A(1) (8)	75.650 A	(2) / (2)	Class B Common Stock / 75.650	\$44.0625		D
Phantom Stock	1 for 1	01/21/1998		A(1) (8)	35.180 A	(3) / (3)	Class B Common Stock / 35.180	\$47.375		D
Phantom Stock	1 for 1	03/18/1998		A(1) (8)	29.176 A	(3) / (3)	Class B Common Stock / 29.176	\$57.1250		D
Phantom Stock	1 for 1	05/20/1998		A(1) (8)	30.616 A	(3) / (3)	Class B Common Stock / 30.616	\$54.4375		D
Phantom Stock	1 for 1	07/29/1998		A(1) (8)	30.936 A	(3) / (3)	Class B Common Stock / 30.936	\$53.875		D
Phantom Stock	1 for 1	09/16/1998		A(1) (8)	39.044 A	(3) / (3)	Class B Common Stock / 39.044	\$42.6875		D
Phantom Stock	1 for 1	11/18/1998		A(1) (8)	32.090 A	(3) / (3)	Class B Common Stock / 32.090	\$51.9375		D
Phantom Stock	1 for 1	01/18/2000		A(1) (8)	36.430 A	(4) / (4)	Class B Common Stock / 36.430	\$45.750		D
Phantom Stock	1 for 1	03/15/2000		A(1) (8)	41.863 A	(4) / (4)	Class B Common Stock / 41.863	\$39.8125		D
Phantom Stock	1 for 1	05/17/2000		A(1)(8)	31.080 A	(4) / (4)	Class B Common Stock / 31.080	\$53.6250		D
Phantom Stock	1 for 1	07/19/2000		A(1)	24.714 A	(4) / (4)	Class B Common Stock / 24.714	\$67.4375		D
Phantom Stock	1 for 1	09/20/2000		A(1)	20.833 A	(4) / (4)	Class B Common Stock / 20.833	\$80.000		D
Phantom Stock	1 for 1	11/15/2000		A(1)	18.265 A	(4) / (4)	Class B Common Stock / 18.265	\$91.250		D
Phantom Stock	1 for 1	01/23/2002		A(6)	39.796 A	(5) / (5)	Class B Common Stock / 39.796	\$41.880		D
Phantom Stock	1 for 1	03/20/2002		A(6)	40.740 A	(5) / (5)	Class B Common Stock / 40.740	\$40.910		D
Phantom Stock	1 for 1	05/22/2002		A(6)	37.336 A	(5) / (5)	Class B Common	\$44.640		D

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						Stock / 37.336			
Phantom Stock	1 for 1	07/17/2002	A(6)	36.256 A	(5) / (5)	Class B Common Stock / 36.256	\$45.970		D
Phantom Stock	1 for 1	09/18/2002	A4(6)	34.153 A	(5) / (5)	Class B Common Stock / 34.153	\$48.800		D
Phantom Stock	1 for 1	11/20/2002	A4(6)	34.941 A	(5) / (5)	Class B Common Stock / 34.941	\$47.700		D
Phantom Stock	1 for 1	12/31/2002	D4(7)	485.532 D	/	Class B Common Stock / 485.532	\$45.100	935.4	D

Explanation of Responses:

- (1) These shares of phantom stock were acquired pursuant to the UHS Deferred Compensation Plan for UHS Board of Directors (the "Plan"), prior to the fiscal year ended December 31, 2002.
- (2) 1/5 of these shares of Phantom Stock were settled in cash based on the closing price of UHS Class B Common Stock ("Common Stock") at December 31, 2002 (\$45.10). 1/4 of the remainder is payable annually based on the closing price of the Common Stock on December 31 for each of 2003, 2004, 2005 and 2006.
- (3) These shares of phantom stock were settled in cash based on the closing price of Common Stock at December 31, 2002 (\$45.10) pursuant to the Plan.
- (4) These shares of phantom stock are payable in cash in January, 2005 based on the closing price of the Common Stock on December 31, 2004 pursuant to the Plan.
- (5) These shares of phantom stock are payable in cash in January, 2007 based on the closing price of the Common Stock on December 31, 2006 pursuant to the Plan.
- (6) These shares of phantom stock were acquired pursuant to the Plan during the fiscal year ended December 31, 2002.
- (7) These shares of phantom stock were settled in cash pursuant to the Plan, based on the closing price of the Common Stock on December 31, 2002.
- (8) Not adjusted for a 2-for-1 split of the Common Stock consummated on June 4, 2000.

By: Date:

/s/ John Herrell February 4, 2003

** Signature of Reporting Person SEC 2270 (09-02)

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 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).

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.