

UNIVERSAL HEALTH SERVICES INC
 Form 4
 November 13, 2014

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 ALAN B

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman and CEO

(Last) (First) (Middle)
 UNIVERSAL HEALTH SERVICES, INC., 367 SOUTH GULPH ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/12/2014

KING OF PRUSSIA, PA 19406
 (City) (State) (Zip)

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

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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|----------------|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Class B Common Stock | 11/12/2014 | | J ⁽¹⁾ | | 100,000 | D | \$ 0 517,782 | D |
| Class B Common Stock | 11/12/2014 | | J ⁽¹⁾ | | 100,000 | A | \$ 0 100,000 | I AMK 2014 LLC |
| Class B Common Stock | 11/12/2014 | | J ⁽¹⁾ | | 100,000 | D | \$ 0 517,782 | D |

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| | | | | | | | | |
|----------------------------|------------|------------------|---------|---|------|---------|---|-----------------|
| Class B Common Stock | 11/12/2014 | J ⁽¹⁾ | 100,000 | A | \$ 0 | 100,000 | I | MDM 2014 LLC |
| Class B Common Stock | 11/12/2014 | J ⁽¹⁾ | 100,000 | D | \$ 0 | 517,782 | D | |
| Class B Common Stock | 11/12/2014 | J ⁽¹⁾ | 100,000 | A | \$ 0 | 100,000 | I | MS 2014 LLC |

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 | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | Amount of Shares |
|--|--|--------------------------------------|--|--------------------------------|------------------------------------|-----------------|--|-----------------|---|------------------|
| | | | | | Acquired (A) | Disposed of (D) | Date Exercisable | Expiration Date | | |
| Class A Common Stock | (2) | 11/12/2014 | | J ⁽¹⁾ | | 100,000 | (3) | (4) | Class B Common Stock | 100,000 |
| Class A Common Stock | (2) | 11/12/2014 | | J ⁽¹⁾ | 100,000 | | (3) | (4) | Class B Common Stock | 100,000 |
| Class A Common Stock | (2) | 11/12/2014 | | J ⁽¹⁾ | | 150,000 | (3) | (4) | Class B Common Stock | 150,000 |
| Class A Common Stock | (2) | 11/12/2014 | | J ⁽¹⁾ | 150,000 | | (3) | (4) | Class B Common Stock | 150,000 |
| Class A Common Stock | (2) | 11/12/2014 | | J ⁽¹⁾ | | 100,000 | (3) | (4) | Class B Common Stock | 100,000 |
| Class A Common Stock | (2) | 11/12/2014 | | J ⁽¹⁾ | 100,000 | | (3) | (4) | Class B Common Stock | 100,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MILLER ALAN B UNIVERSAL HEALTH SERVICES, INC. 367 SOUTH GULPH ROAD KING OF PRUSSIA, PA 19406 | X | X | Chairman and CEO | |

Signatures

/s/ Alan B. Miller
11/13/2014
Date

**Signature of Reporting Person

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).
- On November 11, 2014, Mr. Alan B. Miller transferred 150,000 shares of Class A Common Stock to the MDM 2014 LLC and transferred 100,000 shares of Class A Common Stock to each of the AMK 2014 LLC and the MS 2014 LLC. On November 11, 2014, Mr. Alan B. Miller transferred 100,000 shares of Class B Common Stock to each of the AMK 2014 LLC, the MDM 2014 LLC and the MS 2014 LLC. These shares were previously directly held by Mr. Alan B. Miller and the transfer resulted in a change of beneficial ownership from direct to indirect. Mr. Alan B. Miller's pecuniary interest in these shares is unchanged. It is contemplated that following the transfers referred to above, the 100% ownership interest in the AMK 2014 LLC will be transferred to The Abby Miller King 2014 GRAT. The 100% ownership interest in the MDM 2014 LLC will be transferred to The Marc Daniel Miller 2014 GRAT. The 100% ownership interest in the MS 2014 LLC will be transferred to The Marni Spencer 2014 GRAT. Alan B. Miller's pecuniary interest in these shares will be unchanged. Marc D. Miller disclaims any pecuniary interest in these shares.
- (1) to indirect. Mr. Alan B. Miller's pecuniary interest in these shares is unchanged. It is contemplated that following the transfers referred to above, the 100% ownership interest in the AMK 2014 LLC will be transferred to The Abby Miller King 2014 GRAT. The 100% ownership interest in the MDM 2014 LLC will be transferred to The Marc Daniel Miller 2014 GRAT. The 100% ownership interest in the MS 2014 LLC will be transferred to The Marni Spencer 2014 GRAT. Alan B. Miller's pecuniary interest in these shares will be unchanged. Marc D. Miller disclaims any pecuniary interest in these shares.
 - (2) The Class A Common Stock is convertible into Class B Common Stock on a share for share basis.
 - (3) Immediately
 - (4) 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. 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.