

Miller Marc D
 Form 4
 September 15, 2008

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)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Sr. Vice President

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

3. Date of Earliest Transaction (Month/Day/Year)
 09/11/2008

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 Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------|---|-------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Class B Common Stock | 09/11/2008 | | S | | 3,800 | D | \$ 64.75 | 157,812 | I | By MMA Family, LLC <u>(1)</u> |
| Class B Common Stock | 09/11/2008 | | S | | 2,600 | D | \$ 64.76 | 155,212 | I | By MMA Family, LLC <u>(1)</u> |
| Class B Common Stock | 09/11/2008 | | S | | 400 | D | \$ 64.7625 | 154,812 | I | By MMA Family, LLC <u>(1)</u> |

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| | | | | | | | | |
|----------------------------|------------|---|-------|---|----------|---------|---|--|
| Class B Common Stock | 09/11/2008 | S | 600 | D | \$ 64.77 | 154,212 | I | By MMA Family, LLC <u>(1)</u> |
| Class B Common Stock | 09/11/2008 | S | 1,100 | D | \$ 64.78 | 153,112 | I | By MMA Family, LLC <u>(1)</u> |
| Class B Common Stock | 09/11/2008 | S | 500 | D | \$ 64.8 | 152,612 | I | By MMA Family, LLC <u>(1)</u> |
| Class B Common Stock | 09/11/2008 | S | 400 | D | \$ 64.49 | 152,212 | I | By MMA Family, LLC <u>(1)</u> |
| Class B Common Stock | 09/11/2008 | S | 1,400 | D | \$ 64.81 | 150,812 | I | By MMA Family, LLC <u>(1)</u> |
| Class B Common Stock | 09/11/2008 | S | 600 | D | \$ 64.5 | 150,212 | I | By MMA Family, LLC <u>(1)</u> |
| Class B Common Stock | 09/11/2008 | S | 300 | D | \$ 64.51 | 149,912 | I | By MMA Family, LLC <u>(1)</u> |
| Class B Common Stock | 09/11/2008 | S | 300 | D | \$ 64.52 | 149,612 | I | By MMA Family, LLC <u>(1)</u> |
| Class B Common Stock | 09/11/2008 | S | 200 | D | \$ 64.53 | 149,412 | I | By MMA Family, LLC <u>(1)</u> |
| Class B Common Stock | 09/11/2008 | S | 1,300 | D | \$ 64.54 | 148,112 | I | By MMA Family, LLC <u>(1)</u> |
| Class B Common Stock | 09/11/2008 | S | 100 | D | \$ 64.55 | 148,012 | I | By MMA Family, LLC <u>(1)</u> |
| Class B Common Stock | | | | | | 7,156 | D | |
| Class B Common Stock | | | | | | 50,000 | I | By The Marni Spencer 2008 GRAT |
| Class B Common Stock | | | | | | 50,000 | I | By The Marc Daniel |

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| | | | |
|----------------------------|--------|---|---|
| Class B Common Stock | 16,408 | I | Miller 2008 GRAT By The Marc D. Miller 2006 GRAT |
| Class B Common Stock | 50,000 | I | By The Abby Miller King 2008 GRAT |
| Class B Common Stock | 16,408 | I | By The Abby Miller King 2006 GRAT |
| Class B Common Stock | 16,408 | I | By The Marni Spencer 2006 GRAT |

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.

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V | (A) (D) Date Exercisable | Expiration Date | Title | Amount or Number of |

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 | | Sr. Vice President | |

Signatures

/s/ Marc D.
Miller

09/15/2008

**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, The Marc Daniel Miller 2002 Trust, The Marni (1) Spencer 2002 Trust and The Abby Danielle Miller 2002 Trust, each a member of MMA Family, LLC, and this report shall not be deemed an admission that Mr. Miller is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

Remarks:

Filing 2 of 2

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.