

MILLER ALAN B  
Form 4  
January 21, 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 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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
01/20/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman and CEO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount or (D) Price   |  |  |
| Class B Common Stock            | 01/20/2010                           |  | A                              |   | 49,472<br>(1)   | A  | \$ 0                                       |
| Class B Common Stock            |                                      |  |                                |   | 46,000  | I  | By Alan Miller Family Foundation (2)       |
| Class B Common Stock            |                                      |  |                                |   | 29,114  | I  | By The Abby Miller                         |

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|                            |  |  |  |        |   |  |  |
|----------------------------|--|--|--|--------|---|--|--|
| Stock                      |  |  |  |        |   |  | King 2008<br>GRAT                            |
| Class B<br>Common<br>Stock |  |  |  | 29,114 | I |  | By The<br>Marc Daniel<br>Miller 2008<br>GRAT |
| Class B<br>Common<br>Stock |  |  |  | 29,114 | I |  | By The<br>Marni<br>Spencer<br>2008 GRAT      |
| Class B<br>Common<br>Stock |  |  |  | 80,000 | I |  | By The<br>Abby Miller<br>King 2009<br>GRAT   |
| Class B<br>Common<br>Stock |  |  |  | 80,000 | I |  | By The<br>Marc Daniel<br>Miller 2009<br>GRAT |
| Class B<br>Common<br>Stock |  |  |  | 80,000 | I |  | By The<br>Marni<br>Spencer<br>2009 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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Benef<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|   |  |   |   |                                      |  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                      |
|   |  |   |   |                                      |  | Code   | V (A) (D)   |   |   |

## Reporting Owners

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

## Signatures

|  |                     |
|--|---------------------|
| /s/ Steve Filton, Attorney-in-Fact for Alan B.<br>Miller | 01/21/2010          |
| <small>**Signature of Reporting Person</small>           | <small>Date</small> |

## 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) These restricted shares were granted pursuant to Mr. Miller's employment agreement and shall vest ratably on each of 1/20/2011, 1/20/2012, 1/20/2013 and 1/20/2014.
- (2) 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.

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.