

Miller Marc D
Form 4
August 06, 2009

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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
08/05/2009

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Class B Common Stock	08/05/2009		M	20,000	A \$ 48.85	27,156	D
Class B Common Stock	08/05/2009		F	16,941	D \$ 57.67	10,215	D
Class B Common Stock	08/06/2009		S	300	D \$ 57.17	9,915	D

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Class B Common Stock	08/06/2009	S	300	D	\$ 57.18	9,615	D	
Class B Common Stock	08/06/2009	S	600	D	\$ 57.25	9,015	D	
Class B Common Stock	08/06/2009	S	900	D	\$ 57.27	8,115	D	
Class B Common Stock	08/06/2009	S	300	D	\$ 57.36	7,815	D	
Class B Common Stock	08/06/2009	S	300	D	\$ 57.41	7,515	D	
Class B Common Stock	08/06/2009	S	300	D	\$ 57.45	7,215	D	
Class B Common Stock	08/06/2009	S	59	D	\$ 57.47	7,156	D	
Class B Common Stock						148,012	I	By MMA Family, LLC ⁽¹⁾
Class B Common Stock						14,557	I	By The Abby Miller King 2008 GRAT
Class B Common Stock						20,000	I	By The Abby Miller King 2008 GRAT (A)
Class B Common Stock						40,000	I	By The Abby Miller King 2009 GRAT
Class B Common Stock						14,557	I	By The Marc Daniel Miller 2008

Class B Common Stock				20,000	I	GRAT By The Marc Daniel Miller 2008 GRAT (A)
Class B Common Stock				40,000	I	By The Marc Daniel Miller 2009 GRAT
Class B Common Stock				14,557	I	By The Marni Spencer 2008 GRAT
Class B Common Stock				20,000	I	By The Marni Spencer 2008 GRAT (A)
Class B Common Stock				40,000	I	By The Marni Spencer 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.

SEC 1474
(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)
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			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option To Purchase Class B Common Stock	\$ 48.85	08/05/2009	M				(2)	03/14/2010	Class B Common Stock	20,000

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 08/06/2009

__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) Mr. Marc D. 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.
- (2) Options vested ratably on each of 3/15/2006, 3/15/2007, 3/15/2008 and 3/15/2009.

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.