

Miller Marc D
Form 4
March 10, 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 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)

UNIVERSAL HEALTH SERVICES, INC., 367 SOUTH GULPH ROAD

3. Date of Earliest Transaction (Month/Day/Year)
03/09/2010

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

(Street)

KING OF PRUSSIA, PA 19406

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

(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 Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Class B Common Stock	03/09/2010		S		25,000	D	\$ 32.827 (1)	4,114	I	By The Abby Miller King 2008 GRAT
Class B Common Stock	03/09/2010		S		25,000	D	\$ 32.8228 (2)	4,114	I	By The Marc Daniel Miller

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Class B Common Stock	03/09/2010	S	25,000	D	\$ <u>32.827</u> (3)	4,114	I	2008 GRAT By The Marni Spencer 2008 GRAT
Class B Common Stock	03/10/2010	<u>G</u> (4)	V 42,000	A	\$ 0	42,000	I	By The Abby Miller King 2010 GRAT
Class B Common Stock	03/10/2010	<u>G</u> (4)	V 42,000	A	\$ 0	42,000	I	By The Marni Spencer 2010 GRAT
Class B Common Stock	03/10/2010	<u>G</u> (4)	V 42,000	A	\$ 0	42,000	I	By The Marc Daniel Miller 2010 GRAT
Class B Common Stock						14,312	D	
Class B Common Stock						296,024	I	By MMA Family, LLC <u>(5)</u> <u>(6)</u>
Class B Common Stock						80,000	I	By The Abby Miller King 2009 GRAT
Class B Common Stock						80,000	I	By The Marc Daniel Miller 2009 GRAT
Class B Common Stock						80,000	I	By The Marni Spencer 2009

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Owned Beneficially (Instr. 5)
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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
03/10/2010
**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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.5600 to \$32.9800, inclusive. The reporting person undertakes to provide to Universal Health Services, Inc. (the "Company"), any stockholder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes 1, 2 and 3.

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- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.5500 to \$32.9800, inclusive.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.5500 to \$32.9800, inclusive.
- On March 10, 2010, Mr. Alan B. Miller transferred 42,000 shares of Class B Common Stock to each of The Marc Daniel Miller 2010 GRAT, The Marni Spencer 2010 GRAT and The Abby Miller King 2010 GRAT. Mr. Marc D. Miller serves as Co-Trustee of each of these GRATs.
- (4) Marc D. Miller disclaims beneficial ownership of the securities attributable to Jill Miller and The Marni Spencer 2005 GRAT and The Abby Miller King 2005 GRAT as members of the MMA Family, LLC, and this report shall not be deemed an admission that he is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (5) 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.
- (6)

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.