

MILLER ALAN B
Form 4
March 24, 2011

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

3. Date of Earliest Transaction (Month/Day/Year)
03/24/2011

(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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---------|---|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Class B Common Stock | 03/24/2011 | | J ⁽¹⁾ | V | 14,018 | D | \$ 0 | 27,982 | I | By The Abby Miller King 2010 GRAT |
| Class B Common Stock | 03/24/2011 | | J ⁽¹⁾ | V | 14,018 | A | \$ 0 | 249,324 | D | |
| Class B Common | 03/24/2011 | | J ⁽¹⁾ | V | 14,018 | D | \$ 0 | 27,982 | I | By The Marc |

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| | | | | | | | | | | | |
|----------------------------|------------|--|--------------|---|--------|---|------|---------|--|-------------------------------|--|
| Stock | | | | | | | | | | Daniel Miller 2010 GRAT | |
| Class B Common Stock | 03/24/2011 | | <u>J</u> (1) | V | 14,018 | A | \$ 0 | 263,342 | | D | |
| Class B Common Stock | 03/24/2011 | | <u>J</u> (1) | V | 14,018 | D | \$ 0 | 27,982 | | I | By The Marni Spencer 2010 GRAT |
| Class B Common Stock | 03/24/2011 | | <u>J</u> (1) | V | 14,018 | A | \$ 0 | 277,360 | | D | |
| Class B Common Stock | | | | | | | | 57,103 | | I | By The Abby Miller King 2009 GRAT |
| Class B Common Stock | | | | | | | | 26,897 | | I | By The Abby Miller King 2010 GRAT (A) |
| Class B Common Stock | | | | | | | | 57,103 | | I | By The Marc Daniel Miller 2009 GRAT |
| Class B Common Stock | | | | | | | | 26,897 | | I | By The Marc Daniel Miller 2010 GRAT (A) |
| Class B Common Stock | | | | | | | | 57,103 | | I | By The Marni Spencer 2009 GRAT |
| Class B Common Stock | | | | | | | | 26,897 | | I | By The Marni Spencer 2010 |

GRAT (A)

Class B
Common Stock 2,560 I By Wife

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 Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

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 03/24/2011
 **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).

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On March 24, 2011, each of The Marc Daniel Miller 2010 GRAT, The Marni Spencer 2010 GRAT and The Abby Miller King 2010

- (1) GRAT transferred 14,018 shares of Class B Common Stock to Alan B. Miller. The transfer resulted in a change of beneficial ownership from indirect to direct. Mr Miller's pecuniary interest in these shares is unchanged.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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