

MILLER ALAN B
Form 4
January 20, 2012

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)

UNIVERSAL HEALTH SERVICES, INC., 367 SOUTH GULPH ROAD

3. Date of Earliest Transaction (Month/Day/Year)
01/19/2012

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

(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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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)

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| 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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class A Common Stock | (1) | 01/19/2012 | | J(2) | 64,324 | (3) | (4) | Class B Common Stock | 64,324 |
| Class A Common Stock | (1) | 01/19/2012 | | J(2) | 64,324 | (3) | (4) | Class B Common Stock | 64,324 |
| Class A Common Stock | (1) | 01/19/2012 | | J(2) | 85,766 | (3) | (4) | Class B Common Stock | 85,766 |
| Class A Common Stock | (1) | 01/19/2012 | | J(2) | 85,766 | (3) | (4) | Class B Common Stock | 85,766 |
| Class A Common Stock | (1) | 01/19/2012 | | J(2) | 64,324 | (3) | (4) | Class B Common Stock | 64,324 |
| Class A Common Stock | (1) | 01/19/2012 | | J(2) | 64,324 | (3) | (4) | Class B Common Stock | 64,324 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MILLER ALAN B UNIVERSAL HEALTH SERVICES, INC. 367 SOUTH GULPH ROAD | X | X | Chairman and CEO | |

KING OF PRUSSIA, PA 19406

Signatures

/s/ Alan B.

01/20/2012

Miller

__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 Class A Common Stock is convertible into Class B Common Stock on a share for share basis.
On January 19, 2012, each of The Abby Miller King 2010 GRAT (B) and The Marni Spencer 2010 GRAT (B) distributed 64,324 shares of Class A Common Stock to Alan B. Miller. On January 19, 2012, The Marc Daniel Miller 2010 GRAT (B) distributed 85,766 shares of Class A 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.
- (2) Class A 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.
- (3) Immediately
- (4) Not Applicable

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.