

Miller Marc D  
Form 4  
March 07, 2019

**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)  
03/05/2019

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 Ownership (Instr. 4)                   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |
| Class B Common Stock            | 03/05/2019                           |  | J <sup>(1)</sup>               | 31,319 D  | \$ 0 0  | I  | AMK 2014 LLC held by The Abby Miller King 2017 GRAT |
| Class B Common Stock            | 03/05/2019                           |  | J <sup>(1)</sup>               | 31,319 A  | \$ 0 31,319   | I  | AMK 2014 LLC as held by                             |

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|                            |            |                        |        |   |      |         |   |  |
|----------------------------|------------|------------------------|--------|---|------|---------|---|--|
| Class B<br>Common<br>Stock | 03/05/2019 | <u>J<sup>(1)</sup></u> | 31,319 | D | \$ 0 | 0       | I | Alan B.<br>Miller<br><br>MS 2014<br>LLC held<br>by The<br>Marni<br>Spencer<br>2017<br>GRAT |
| Class B<br>Common<br>Stock | 03/05/2019 | <u>J<sup>(1)</sup></u> | 31,319 | A | \$ 0 | 31,319  | I | MS 2014<br>LLC as<br>held by<br>Alan B.<br>Miller  |
| Class B<br>Common<br>Stock | 03/05/2019 | <u>J<sup>(1)</sup></u> | 44,896 | D | \$ 0 | 0       | I | MDM<br>2014 LLC<br>held by<br>The Marc<br>Daniel<br>Miller<br>2017<br>GRAT                 |
| Class B<br>Common<br>Stock | 03/05/2019 | <u>J<sup>(1)</sup></u> | 44,896 | A | \$ 0 | 44,896  | I | MDM<br>2014 LLC<br>as held by<br>Alan B.<br>Miller   |
| Class B<br>Common<br>Stock |            |                        |        |   |      | 135,237 | D |  |
| Class B<br>Common<br>Stock |            |                        |        |   |      | 0       | I | AMK<br>2014 LLC  |
| Class B<br>Common<br>Stock |            |                        |        |   |      | 16,748  | I | AMK<br>2014 LLC<br>held by<br>The Abby<br>Danielle<br>Miller<br>2002 Trust                 |
| Class B<br>Common<br>Stock |            |                        |        |   |      | 51,933  | I | AMK<br>2014 LLC<br>held by the<br>Abby<br>Miller<br>King 2018<br>GRAT                      |

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|                            |         |   |   |
|----------------------------|---------|---|---|
| Class B<br>Common<br>Stock | 131,097 | I | MDM<br>2014 LLC<br>as held by<br>The Marc<br>Daniel<br>Miller<br>2018<br>GRAT |
| Class B<br>Common<br>Stock | 24,007  | I | MDM<br>2014 LLC<br>held by<br>The Marc<br>Daniel<br>Miller<br>2002 Trust      |
| Class B<br>Common<br>Stock | 51,933  | I | MS 2014<br>LLC as<br>held by<br>The Marni<br>Spencer<br>2018<br>GRAT          |
| Class B<br>Common<br>Stock | 16,748  | I | MS 2014<br>LLC held<br>by The<br>Marni<br>Spencer<br>2002 Trust               |
| Class B<br>Common<br>Stock | 22,815  | I | The Abby<br>Danielle<br>Miller<br>2002 Trust                                  |
| Class B<br>Common<br>Stock | 55,763  | I | The Abby<br>Miller<br>King 2011<br>Family<br>Trust                            |
| Class B<br>Common<br>Stock | 44,110  | I | The Marc<br>Daniel<br>Miller<br>2002 Trust                                    |
| Class B<br>Common<br>Stock | 59,900  | I | The Marc<br>Daniel<br>Miller<br>2011<br>Family<br>Trust                       |

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|                            |  |  |  |  |        |   |   |
|----------------------------|--|--|--|--|--------|---|---|
| Class B<br>Common<br>Stock |  |  |  |  | 43,247 | I | The Marni<br>Spencer<br>2002 Trust              |
| Class B<br>Common<br>Stock |  |  |  |  | 55,763 | I | The Marni<br>Spencer<br>2011<br>Family<br>Trust |

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 of<br>Derivative<br>Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4, and 5) |   |        | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |
|---|--|---|---|--------------------------------------|--|---|--------|--|---------------------|---|--------------------|
|   |  |   |   |                                      | Code   | V | (A)    | (D)  | Date<br>Exercisable |   | Expiration<br>Date |
| Class A<br>Common<br>Stock                          | (2)  | 03/05/2019                              |   | J(1)                                 |  |   | 31,319 | (3)  | (4)                 | Class B<br>Common<br>Stock  | 31,319             |
| Class A<br>Common<br>Stock                          | (2)  | 03/05/2019                              |   | J(1)                                 |  |   | 31,319 | (5)  | (6)                 | Class B<br>Common<br>Stock  | 31,319             |
| Class A<br>Common<br>Stock                          | (2)  | 03/05/2019                              |   | J(1)                                 |  |   | 31,319 | (3)  | (4)                 | Class B<br>Common<br>Stock  | 31,319             |

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|                            |            |            |             |        |            |            |                            |         |
|----------------------------|------------|------------|-------------|--------|------------|------------|----------------------------|---------|
| Class A<br>Common<br>Stock | <u>(2)</u> | 03/05/2019 | <u>J(1)</u> | 31,319 | <u>(5)</u> | <u>(6)</u> | Class B<br>Common<br>Stock | 31,319  |
| Class A<br>Common<br>Stock | <u>(2)</u> | 03/05/2019 | <u>J(1)</u> | 33,671 | <u>(3)</u> | <u>(4)</u> | Class B<br>Common<br>Stock | 33,671  |
| Class A<br>Common<br>Stock | <u>(2)</u> | 03/05/2019 | <u>J(1)</u> | 33,671 | <u>(5)</u> | <u>(6)</u> | Class B<br>Common<br>Stock | 33,671  |
| Class A<br>Common<br>Stock | <u>(2)</u> |            |             |        | <u>(3)</u> | <u>(4)</u> | Class B<br>Common<br>Stock | 160,563 |
| Class A<br>Common<br>Stock | <u>(2)</u> |            |             |        | <u>(3)</u> | <u>(4)</u> | Class B<br>Common<br>Stock | 200,693 |
| Class A<br>Common<br>Stock | <u>(2)</u> |            |             |        | <u>(3)</u> | <u>(4)</u> | Class B<br>Common<br>Stock | 160,563 |
| Class A<br>Common<br>Stock | <u>(2)</u> |            |             |        | <u>(3)</u> | <u>(4)</u> | Class B<br>Common<br>Stock | 532,194 |
| Class A<br>Common<br>Stock | <u>(7)</u> |            |             |        | <u>(3)</u> | <u>(4)</u> | Class B<br>Common<br>Stock | 51,933  |

|                            |            |  |            |            |                            |         |
|----------------------------|------------|--|------------|------------|----------------------------|---------|
| Class A<br>Common<br>Stock | <u>(2)</u> |  | <u>(3)</u> | <u>(4)</u> | Class B<br>Common<br>Stock | 16,748  |
| Class A<br>Common<br>Stock | <u>(7)</u> |  | <u>(3)</u> | <u>(4)</u> | Class B<br>Common<br>Stock | 118,900 |
| Class A<br>Common<br>Stock | <u>(7)</u> |  | <u>(3)</u> | <u>(4)</u> | Class B<br>Common<br>Stock | 118,900 |
| Class A<br>Common<br>Stock | <u>(7)</u> |  | <u>(3)</u> | <u>(4)</u> | Class B<br>Common<br>Stock | 118,900 |
| Class A<br>Common<br>Stock | <u>(7)</u> |  | <u>(3)</u> | <u>(4)</u> | Class B<br>Common<br>Stock | 98,324  |
| Class A<br>Common<br>Stock | <u>(2)</u> |  | <u>(3)</u> | <u>(4)</u> | Class B<br>Common<br>Stock | 18,005  |

|                            |     |     |     |                            |        |
|----------------------------|-----|-----|-----|----------------------------|--------|
| Class A<br>Common<br>Stock | (7) | (3) | (4) | Class B<br>Common<br>Stock | 51,933 |
|----------------------------|-----|-----|-----|----------------------------|--------|

|                            |     |     |     |                            |        |
|----------------------------|-----|-----|-----|----------------------------|--------|
| Class A<br>Common<br>Stock | (2) | (3) | (4) | Class B<br>Common<br>Stock | 16,748 |
|----------------------------|-----|-----|-----|----------------------------|--------|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |           |       |
|---|---------------|-----------|-----------|-------|
|   | Director      | 10% Owner | Officer   | Other |
| Miller Marc D<br>UNIVERSAL HEALTH SERVICES, INC.<br>367 SOUTH GULPH ROAD<br>KING OF PRUSSIA, PA 19406 | X             |           | President |       |

## Signatures

/s/ Marc D.  
Miller

03/07/2019

\*\*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) On March 5, 2019, The Marc Daniel Miller 2017 GRAT distributed a 22.44772% interest in MDM 2014 LLC to Alan B. Miller, The Abby Miller King 2017 GRAT distributed a 31.32029% interest in AMK 2014 LLC to Alan B. Miller, and The Marni Spencer 2017 GRAT distributed a 31.32029% interest in AMK 2014 LLC to Alan B. Miller. The shares reflected represent the amount of shares held by each LLC as represented by the percentage LLC interests distributed. Mr. Miller's pecuniary interest in these shares is unchanged. All distributions hereinbefore described were made pursuant to the terms of the Trust Agreement creating each 2017 GRAT. Each 2017 GRAT is now terminated.
- (2) These shares are convertible to Class B Common Stock on a share for share basis.
- (3) Immediately.
- (4) Not Applicable.
- (5) Immediately

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(6) Not Applicable

(7) The Class A Common Stock is convertible into Class B Common Stock on a share for share basis.

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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