

MILLER ALAN B
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 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
(Street)

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

KING OF PRUSSIA, PA 19406
(City) (State) (Zip)

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

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)
				(A) or (D)	Price		
Class B Common Stock	03/09/2010		S	V 50,000 D	\$ 32.8154 (1)	381,574	D
Class B Common Stock	03/09/2010		G	V 40,000 D	\$ 0	341,574	D
Class B Common Stock	03/09/2010		S	25,000 D	\$ 32.827 (2)	4,114	I By The Abby Miller King

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Class B Common Stock	03/09/2010	S	25,000	D	\$ 32.2882 <u>(3)</u>	4,114	I	2008 GRAT By The Marc Daniel Miller 2008 GRAT
Class B Common Stock	03/09/2010	S	25,000	D	\$ 32.827 <u>(4)</u>	4,114	I	By The Marni Spencer 2008 GRAT
Class B Common Stock	03/10/2010	M	60,000	A	\$ 24.425	401,574	D	
Class B Common Stock	03/10/2010	F	50,963	D	\$ 32.54	350,611	D	
Class B Common Stock	03/10/2010	<u>J(5)</u>	42,000	D	\$ 0	308,611	D	
Class B Common Stock	03/10/2010	<u>J(5)</u>	42,000	A	\$ 0	42,000	I	By The Abby Miller King 2010 GRAT
Class B Common Stock	03/10/2010	<u>J(5)</u>	42,000	D	\$ 0	266,611	D	
Class B Common Stock	03/10/2010	<u>J(5)</u>	42,000	A	\$ 0	42,000	I	By The Marc Daniel Miller 2010 GRAT
Class B Common Stock	03/10/2010	<u>J(5)</u>	42,000	D	\$ 0	224,611	D	
Class B Common Stock	03/10/2010	<u>J(5)</u>	42,000	A	\$ 0	42,000	I	By The Marni Spencer 2010 GRAT

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 GRAT

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

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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 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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Option To Purchase Class B Common Stock	\$ 24.425	03/10/2010		M	60,000	<u>(6)</u>	03/14/2010	Class B Common Stock	60,000

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

MILLER ALAN B
UNIVERSAL HEALTH SERVICES, INC. X X Chairman and CEO
367 SOUTH GULPH ROAD
KING OF PRUSSIA, PA 19406

Signatures

/s/ Alan B. 03/10/2010
Miller

__Signature of Date
Reporting Person

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 \$32.5400 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, 3 and 4.
 - (2) 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.
 - (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.
 - (4) 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.
 - (5) 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. These shares were previously directly held by Mr. Alan B. Miller and the transfer resulted in a change of beneficial ownership from direct to indirect. Mr. Miller's pecuniary interest in these shares is unchanged.
 - (6) The option 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.