

Miller Marc D
Form 4
May 17, 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 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)
05/16/2011

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Class B Common Stock	05/16/2011		J ⁽¹⁾	V	21,240	D	\$ 0	35,863	I	By The Abby Miller King 2009 GRAT
Class B Common Stock	05/16/2011		J ⁽¹⁾	V	21,240	D	\$ 0	35,863	I	By The Marc Daniel Miller 2009

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Class B Common Stock	05/16/2011	<u>J⁽¹⁾</u>	V	21,240	D	\$ 0	35,863	I	GRAT By The Marni Spencer 2009 GRAT
Class B Common Stock	05/16/2011	<u>G⁽¹⁾</u>	V	35,863	D	\$ 0	0	I	By The Abby Miller King 2009 GRAT
Class B Common Stock	05/16/2011	<u>G⁽¹⁾</u>	V	35,863	A	\$ 0	35,863	I	The Abby Danielle Miller 2002 Trust
Class B Common Stock	05/16/2011	<u>G⁽¹⁾</u>	V	35,863	D	\$ 0	0	I	By The Marc Daniel Miller 2009 GRAT
Class B Common Stock	05/16/2011	<u>G⁽¹⁾</u>	V	35,863	A	\$ 0	35,863	I	The Marc Daniel Miller 2002 Trust
Class B Common Stock	05/16/2011	<u>G⁽¹⁾</u>	V	35,863	D	\$ 0	0	I	By The Marni Spencer 2009 GRAT
Class B Common Stock	05/16/2011	<u>G⁽¹⁾</u>	V	35,863	A	\$ 0	35,863	I	The Marni Spencer 2002 Trust
Class B Common Stock							29,191	D	
Class B Common Stock							296,024	I	By MMA Family, LLC
Class B Common Stock							27,982	I	By The Abby Miller King 2010 GRAT
							26,897	I	

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Class B Common Stock							By The Abby Miller King 2010 GRAT (A)
Class B Common Stock				27,982	I		By The Marc Daniel Miller 2010 GRAT
Class B Common Stock				26,897	I		By The Marc Daniel Miller 2010 GRAT (A)
Class B Common Stock				27,982	I		By The Marni Spencer 2010 GRAT
Class B Common Stock				26,897	I		By The Marni Spencer 2010 GRAT (A)

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or

Number
of
Shares

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 05/17/2011

__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).

On May 16, 2011, each of The Marc Daniel Miller 2009 GRAT, The Marni Spencer 2009 GRAT and The Abby Miller King 2009 GRAT terminated and distributed 21,240 shares of Class B Common Stock to Alan B. Miller. Mr. Marc D. Miller serves as Co-Trustee of each (1) of these GRATs. The remaining 35,863 shares of Class B Common Stock from each of The Marc Daniel Miller 2009 GRAT, The Marni Spencer 2009 GRAT and The Abby Miller King 2009 GRAT were distributed to each of the The Marc Daniel Miller 2002 Trust, The Marni Spencer 2002 Trust and The Abby Miller King 2002 Trust.

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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