

UNIVERSAL HEALTH SERVICES INC
 Form 4
 December 16, 2008

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)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Sr. Vice President

(Last) (First) (Middle)
 UNIVERSAL HEALTH SERVICES, INC., 367 SOUTH GULPH ROAD

3. Date of Earliest Transaction (Month/Day/Year)
 12/12/2008

(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	12/12/2008		G	V	20,000	A	\$ 0 20,000	I	By The Abby Miller King 2008 GRAT (A) (1) (2)
Class B Common Stock	12/12/2008		G	V	20,000	A	\$ 0 20,000	I	By The Marc Daniel Miller

									2008 GRAT (A) <u>(1)</u> <u>(2)</u>	
Class B Common Stock	12/12/2008		G	V	20,000	A	\$ 0	20,000	I	By The Marni Spencer 2008 GRAT (A) <u>(1)</u> <u>(2)</u>
Class B Common Stock								7,156	D	
Class B Common Stock								148,012	I	By MMA Family, LLC
Class B Common Stock								50,000	I	By The Abby Miller King 2008 GRAT
Class B Common Stock								50,000	I	By The Marc Daniel Miller 2008 GRAT
Class B Common Stock								50,000	I	By The Marni Spencer 2008 GRAT

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 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	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
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Disposed
of (D)
(Instr. 3,
4, and 5)

Trans
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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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

Sr. Vice President

Signatures

/s/ Marc D.
Miller

12/16/2008

**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).

- On December 12, 2008, Mr. Alan Miller transferred 20,000 shares of Class B Common Stock to each of the following GRATs: The Marc
- (1) Daniel Miller 2008 GRAT (A), The Abby Miller King 2008 GRAT (A) and The Marni Spencer 2008 GRAT (A). Mr. Marc D. Miller serves as Co-Trustee of each of these GRATs.
 - (2) On December 10, 2008, each of The Marc D. Miller 2006 GRAT, The Marni Spencer 2006 GRAT and The Abby Miller King 2006 GRAT terminated and transferred 16,408 shares of Class B Common Stock to Alan B. Miller.

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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