

MILLER ALAN B
Form 4
January 25, 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)
01/24/2012

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class A Common Stock	<u>(1)</u>	01/24/2012		<u>J</u> ⁽²⁾			64,324	<u>(3)</u>	<u>(4)</u>	Class B Common Stock	64,324
Class A Common Stock	<u>(1)</u>	01/24/2012		<u>J</u> ⁽²⁾		64,324		<u>(3)</u>	<u>(4)</u>	Class B Common Stock	64,324
Class A Common Stock	<u>(1)</u>	01/24/2012		<u>J</u> ⁽²⁾			64,324	<u>(3)</u>	<u>(4)</u>	Class B Common Stock	64,324
Class A Common Stock	<u>(1)</u>	01/24/2012		<u>J</u> ⁽²⁾		64,324		<u>(3)</u>	<u>(4)</u>	Class B Common Stock	64,324
Class A Common Stock	<u>(1)</u>	01/24/2012		<u>J</u> ⁽²⁾			85,766	<u>(3)</u>	<u>(4)</u>	Class B Common Stock	85,766
Class A Common Stock	<u>(1)</u>	01/24/2012		<u>J</u> ⁽²⁾		85,766		<u>(3)</u>	<u>(4)</u>	Class B Common Stock	85,766

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLER ALAN B UNIVERSAL HEALTH SERVICES, INC. 367 SOUTH GULPH ROAD KING OF PRUSSIA, PA 19406	X	X	Chairman and CEO	

Signatures

/s/ Alan B.
Miller

01/25/2012

__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 24, 2012, Mr. Miller transferred 85,766 shares of Class A Common Stock to The Marc Daniel Miller 2012 GRAT, 64,324 shares of Class A Common Stock to The Marni Spencer 2012 GRAT and 64,324 shares of Class A Common Stock to The Abby Miller King 2012 GRAT. These shares were previously directly held by Mr. 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.
 - (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.