

UNIVERSAL HEALTH SERVICES INC
 Form 4
 November 05, 2007

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)

3. Date of Earliest Transaction (Month/Day/Year)
 11/01/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman, President and CEO

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Class B Common Stock	11/01/2007		J ⁽¹⁾	V	117,468	A	Ⓛ	370,267	D	
Class B Common Stock	11/01/2007		J ⁽¹⁾	V	7,073	A	Ⓛ	7,073	I	By Spouse
Class B Common Stock	11/01/2007		J ⁽¹⁾	V	124,541	D	Ⓛ	0 ⁽²⁾	I	By MMA Family, LLC

Class B Common Stock	22,840	I	By The Abby Miller King 2006 Grat
Class B Common Stock	23,000 ⁽³⁾	I	By Alan Miller Family Foundation
Class B Common Stock	22,840	I	By The Marni Spencer 2006 Grat
Class B Common Stock	22,840	I	By The Marc D. Miller 2006 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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLER ALAN B UNIVERSAL HEALTH SERVICES, INC.	X	X	Chairman, President and CEO	

367 SOUTH GULPH ROAD
KING OF PRUSSIA, PA 19406

Signatures

/s/ Alan B.

11/05/2007

Miller

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 November 1, 2007, MMA Family, LLC (the "LLC") made a pro rata distribution of (i) 7,073 shares of UHS Class B Common Stock to Jill S. Miller, Mr. Miller's spouse, as an LLC member, and (ii) an aggregate of 117,468 shares of UHS Class B Common Stock to the other LLC members, The Marni Spencer 2005 GRAT, The Abby Miller King 2005 GRAT and The Marc Daniel Miller 2005 GRAT (together, the "GRATs"). The GRATs in turn distributed the 117,468 shares of UHS Class B Common Stock directly to Mr. Miller pursuant to the terms of the GRATs. These shares were previously indirectly held by Mr. Miller through the LLC and the GRATs' transfers resulted in a change in Mr. Miller's beneficial ownership from indirect to direct.
- (2) On November 1, 2007, Mr. Miller resigned as special manager of the LLC. As a result, he does not beneficially own any remaining shares of UHS Class B Common Stock that are held by the LLC.
- (3) Mr. Miller disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that Mr. Miller is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

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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