

MILLER ALAN B  
 Form 4  
 October 25, 2002  
 SEC Form 4

<p style="text-align: center;"><b>FORM 4</b></p> <p>[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p>	<p><b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b>                  Washington, D.C. 20549</p> <p><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b></p> <p>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</p>	<p style="text-align: center;">OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287                  Expires: January 31, 2005                  Estimated average burden hours per response. . . . . 0.5</p>	
<p>1. Name and Address of Reporting Person*</p> <p><b>Miller, Alan B.</b></p> <hr/> <p>(Last) (First) (Middle)  <b>367 South Gulph Road</b></p> <hr/> <p>(Street)  <b>King of Prussia, PA 19406</b></p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><b>Universal Health Services, Inc.</b></p> <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>	<p>4. Statement for Month/Day/Year</p> <p><b>10/23/2002</b></p> <p>5. If Amendment, Date of Original (Month/Day/Year)</p>	<p>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)</p> <p>Description <b><u>Chairman, President, CEO</u></b></p> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person</p>

**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/D	Price			
Class A convertible to Class B - The Miller Family Charitable Trust	10/23/2002		Z		181,818	A	\$		I	Alan B. Miller, as Sole Trustee
Class C convertible to Class B - The Miller Family Charitable	10/23/2002		Z		18,182	A	\$	200,000	I	Alan B. Miller, as Sole Trustee

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Trust									
Class A convertible to Class B - The Miller Family Charitable Trust	10/23/2002		C	181,818	D	\$		I	Alan B. Miller, as Sole Trustee
Class C convertible to Class B - The Miller Family Charitable Trust	10/23/2002		C	18,182	D	\$	None	I	Alan B. Miller, as Sole Trustee
Class A convertible to Common B	10/23/2002		C	338,664	D	\$		D	
Class C convertible to Common B	10/23/2002		C	33,866	D	\$		D	
Common B	10/23/2002		S	200,000	D	\$54.00		D	
Common B	10/23/2002		S	372,530	D	\$54.00		D	
Common B	10/23/2002		S	495,126	D	\$54.00	584,334	D	
Common B - Alan B. Miller Family Foundation	10/23/2002		S	100,000	D	\$54.00	28,000	D	

**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 (ED) (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr.4)
				Code	V	A	D	DE	ED	Title	Amount or Number of Shares		
Common A	\$	10/23/2002		Z		181,818				181,818	Common B	\$	1,925,964
Common C	\$	10/23/2002		Z		18,182				18,182	Common B	\$	364,710
Miller Family Charitable Trust	\$	10/23/2002		C		200,000				200,000	Common B	\$	200,000
Common A	\$	10/23/2002		C		338,664				338,664		\$	1,587,300

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										Common B		
Common C	\$	10/23/2002		C		33,866		33,866		Common B	\$	330,844
The Miller Family Charitable Trust	\$54.00	10/23/2002		S		200,000		200,000		Common B	\$54.00	None
Alan B. Miller Family Foundation	\$54.00	10/23/2002		S		100,000		100,000		Common B	\$54.00	28,000

Explanation of Responses:

(1) Alan B. Miller, Sole Trustee of The Miller Family Charitable Trust

By:

/s/ Alan B. Miller

10/25/2002

\*\* Signature of Reporting Person

Date

SEC 1474 (8-02)

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

\* 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).

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.