

Miller Marc D  
Form 4  
July 03, 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 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)  
President

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

3. Date of Earliest Transaction (Month/Day/Year)  
07/02/2012

KING OF PRUSSIA, PA 19406  
(City) (State) (Zip)

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

**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)
Class B Common Stock	07/02/2012		G <sup>(1)</sup>	V 100,000 A \$ 0	100,000	I	By The Abby Miller King 2012 GRAT (A)
Class B Common Stock	07/02/2012		G <sup>(1)</sup>	V 100,000 A \$ 0	100,000	I	By The Marc Daniel Miller 2012

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Class B Common Stock	07/02/2012	G <sup>(1)</sup>	V	100,000	A	\$ 0	100,000	I	GRAT (A) By The Marni Spencer 2012 GRAT (A)
Class B Common Stock	07/02/2012	J <sup>(2)</sup>		6,083	D	\$ 0	16,615	I	By The Abby Miller King 2010 GRAT (A)
Class B Common Stock	07/02/2012	J <sup>(2)</sup>		6,083	D	\$ 0	16,615	I	By The Marc Daniel Miller 2010 GRAT (A)
Class B Common Stock	07/02/2012	J <sup>(2)</sup>		6,083	D	\$ 0	16,615	I	By The Marni Spencer 2010 GRAT (A)
Class B Common Stock							29,191	D	
Class B Common Stock							25,863	I	The Abby Danielle Miller 2002 Trust
Class B Common Stock							59,900	I	The Abby Miller King 2011 Family Trust
Class B Common Stock							25,863	I	The Marc Daniel Miller 2002 Trust
Class B Common Stock							59,900	I	The Marc Daniel Miller 2011 Family Trust
Class B Common Stock							25,863	I	The Marni Spencer

Stock								2002 Trust
Class B Common Stock				59,900	I			The Marni Spencer 2011 Family Trust

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 Marc D UNIVERSAL HEALTH SERVICES, INC. 367 SOUTH GULPH ROAD KING OF PRUSSIA, PA 19406	X		President	

## Signatures

/s/ Marc D.  
Miller

07/03/2012

\*\*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) On July 2, 2012, Mr. Alan B. Miller transferred 100,000 shares of Class B Common Stock to each of The Marc Daniel Miller 2012 GRAT (A), The Marni Spencer 2012 GRAT (A) and The Abby Miller King 2012 GRAT (A). These shares were previously directly held by Mr. Alan Miller and the transfer resulted in a change of beneficial ownership from direct to indirect. Mr. Alan Miller's pecuniary interest in these shares is unchanged. Mr. Marc Miller serves as Co-Trustee of each of these GRATs.

(2) On July 2, 2012, each of The Marc Daniel Miller 2010 GRAT (A), The Marni Spencer 2010 GRAT (A) and The Abby Miller King 2010 GRAT (A) distributed 6,083 shares of Class B Common Stock to Alan B. Miller. The transfer resulted in a change of beneficial ownership from indirect to direct. Mr. Alan B. Miller's pecuniary interest in these shares is unchanged. Marc D. Miller serves as Co-Trustee of each of these GRATs.

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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