

OSTEEN DEBRA K
Form 4
March 03, 2010

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 *
OSTEEN DEBRA K

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)
03/03/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice President

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	03/03/2010		M		17,500	A	\$ 16.22 87,654	D
Class B Common Stock	03/03/2010		F		11,480	D	\$ 32.04 76,174	D
Class B Common Stock	03/03/2010		S		1,000	D	\$ 31.892 75,174	D

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Class B Common Stock	03/03/2010	S	1,000	D	\$ 31.944	74,174	D
Class B Common Stock	03/03/2010	S	1,000	D	\$ 31.952	73,174	D
Class B Common Stock	03/03/2010	S	1,000	D	\$ 31.954	72,174	D
Class B Common Stock	03/03/2010	S	1,000	D	\$ 32	71,174	D
Class B Common Stock	03/03/2010	S	1,000	D	\$ 32.0926	70,174	D
Class B Common Stock	03/03/2010	S	1,000	D	\$ 32.0939	69,174	D
Class B Common Stock	03/03/2010	S	1,000	D	\$ 32.1013	68,174	D
Class B Common Stock	03/03/2010	S	1,000	D	\$ 32.112	67,174	D
Class B Common Stock	03/03/2010	S	2,000	D	\$ 32.1605	65,174	D
Class B Common Stock	03/03/2010	S	500	D	\$ 32.22	64,674	D
Class B Common Stock	03/03/2010	S	900	D	\$ 32.2442	63,774	D
Class B Common Stock	03/03/2010	S	600	D	\$ 32.26	63,174	D
Class B Common Stock	03/03/2010	S	1,200	D	\$ 32.2326	61,974	D
Class B Common Stock	03/03/2010	S	800	D	\$ 32.24	61,174	D
Class B Common	03/03/2010	S	800	D	\$ 32.2826	60,374	D

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Stock

Class B

Common 03/03/2010 S 200 D \$ 32.284 60,174 D

Stock

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)

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. Amount or Number of Shares
Option To Purchase Class B Common Stock	\$ 16.22	03/03/2010		M	17,500	⁽¹⁾ 11/20/2013	Class B Common Stock	17,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

OSTEEN DEBRA K
UNIVERSAL HEALTH SERVICES, INC.
367 SOUTH GULPH ROAD
KING OF PRUSSIA, PA 19406

Senior Vice President

Signatures

/s/ Debra K. Osteen 03/03/2010

**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 option vested on 11/21/2009.

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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