MILLER ALAN B

Form 4

January 19, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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

1(b).

Common

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading MILLER ALAN B Issuer Symbol UNIVERSAL HEALTH SERVICES (Check all applicable) INC [UHS] (Last) (First) (Middle) 3. Date of Earliest Transaction X Director X 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) UNIVERSAL HEALTH 01/18/2012 Chairman and CEO SERVICES, INC., 367 SOUTH **GULPH ROAD** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting KING OF PRUSSIA, PA 19406 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Form: Direct Indirect Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities (Instr. 3) Code (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V (D) Price Amount Class B 54,127 Common 01/18/2012 A \$0 400,660 D (1) Stock By The Class B Abby Common 27,982 Ι Miller Stock King 2010 **GRAT** Class B 22,698 I By The

Abby

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	Stock									Miller King 2010 GRAT (A)		
	Class B Common Stock						27,	.982	I	By The Marc Daniel Miller 2010 GRAT		
	Class B Common Stock						22,	,698	I	By The Marc Daniel Miller 2010 GRAT (A))	
	Class B Common Stock						27,	.982	I	By The Marni Spencer 2010 GRAT		
	Class B Common Stock						22,	.698	I	By The Marni Spencer 2010 GRAT (A))	
	Class B Common Stock						2,5	660	I	By Wife		
	Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (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)	ion Date 3A. Deemed y/Year) Execution Date, if any (Month/Day/Year)		4. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares	

Option To

Common Stock

Reporting Owners

Reporting Owner Name / Address

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

590,000

Stock

Signatures

/s/ Steve Filton, Attorney-in-Fact for Alan B.
Miller
01/19/2012

**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) These restricted shares are scheduled to vest as follows: 50% on 1/18/2013, 25% on 1/18/2014 and 25% on 1/18/2015.
- Option granted to purchase shares of Class B Common Stock under the Company's Second Amended and Restated 2005 Stock Incentive Plan.
- (3) The option vests ratably on each of 1/18/2013, 1/18/2014, 1/18/2015 and 1/18/2016.

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.

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