

Miller Marc D
Form 4
March 08, 2013

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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/08/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
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 or Price		
Class B Common Stock	03/08/2013		M		67,500 A \$ 31.18	96,073	D
Class B Common Stock	03/08/2013		M		25,000 A \$ 43.67	121,073	D
Class B Common Stock	03/08/2013		F		68,764 D \$ 59.47	52,309	D

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Class	Date	Symbol	Quantity	Code	Price	Value	Code	Description
Class B Common Stock	03/08/2013	S	6,796	D	\$ <u>60.047</u> (1)	45,513	D	
Class B Common Stock						16,615	I	By The Abby Miller King 2010 GRAT (A)
Class B Common Stock						100,000	I	By The Abby Miller King 2012 GRAT (A)
Class B Common Stock						16,615	I	By The Marc Daniel Miller 2010 GRAT (A)
Class B Common Stock						100,000	I	By The Marc Daniel Miller 2012 GRAT (A)
Class B Common Stock						16,615	I	By The Marni Spencer 2010 GRAT (A)
Class B Common Stock						100,000	I	By The Marni Spencer 2012 GRAT (A)
Class B Common Stock						15,863	I	The Abby Danielle Miller 2002

Class B Common Stock				59,900	I	The Abby Miller King 2011 Family Trust
Class B Common Stock				15,863	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				15,863	I	The Marni Spencer 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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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or

								Number of Shares
Option To Purchase Class B Common Stock	\$ 31.18	03/08/2013	M	67,500	<u>(2)</u>	12/16/2014	Class B Common Stock	67,500
Option To Purchase Class B Common Stock	\$ 43.67	03/08/2013	M	25,000	<u>(3)</u>	01/19/2016	Class B Common Stock	25,000

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/ Steve Filton, Attorney in Fact for Marc D.
Miller 03/08/2013

__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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$60.0000 to \$60.0900, inclusive. The reporting person undertakes to provide to Universal Health Services, Inc. (the "Company"), any stockholder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in Footnote 1.
 - (2) The option vested ratably on each of 12/16/2010, 12/16/2011 and 12/16/2012.
 - (3) The option vested on 1/19/2012 and 1/19/2013.

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