

MILLER ALAN B
Form 4
November 22, 2005

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 ALAN B

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)
11/18/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President and CEO

UNIVERSAL CORPORATE CENTER, 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 Ownership (Instr. 4)				
				Code	V	Amount	(A) or (D)	Price			
Class B Common Stock	11/18/2005		M ⁽¹⁾		600,000	A		\$ 42.4063 <u>(2)</u>	1,018,515	D	
Class B Common Stock	11/18/2005		F		522,031	D		\$ 48.74	496,484	D	
Class B Common Stock	11/21/2005		S		5,000	D		\$ 48.55	491,484	D	

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Class B Common Stock	11/21/2005	S	200	D	\$ 48.45	491,284	D	
Class B Common Stock	11/21/2005	S	5,100	D	\$ 48.42	486,184	D	
Class B Common Stock	11/21/2005	S	100	D	\$ 48.41	486,084	D	
Class B Common Stock	11/21/2005	S	4,700	D	\$ 48.4	481,384	D	
Class B Common Stock	11/21/2005	S	500	D	\$ 48.38	480,884	D	
Class B Common Stock	11/21/2005	S	1,000	D	\$ 48.37	479,884	D	
Class B Common Stock	11/21/2005	S	700	D	\$ 48.36	479,184	D	
Class B Common Stock	11/21/2005	S	2,700	D	\$ 48.35	476,484	D	
Class B Common Stock						33,000	I	Alan B. Miller Family Foundation
Class B Common Stock						400,000 ⁽³⁾	I	MMA Family, LLC ⁽⁴⁾

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.

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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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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5)

	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Option to Purchase Class B Common Stock							Class B Common Stock	600,000
\$ 42.4063					01/17/2002	01/17/2006		
11/18/2005	M							

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLER ALAN B UNIVERSAL CORPORATE CENTER 367 SOUTH GULPH ROAD KING OF PRUSSIA, PA 19406	X	X	Chairman, President and CEO	

Signatures

Alan B. Miller 11/22/2005

**Signature of Date
Reporting Person

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) Consists of Class B Common Stock of Universal Health Services, Inc. (the "Class B Shares") issued upon exercise of stock options to purchase Class B Shares, at an exercise price of \$42.4063 per share.
- (2) Exercise price of \$42.4063 per share was satisfied through the delivery of 522,031 Class B Shares held by the Reporting Person with a fair market value of \$48.74 per share.
- (3) Alan B. Miller transferred one-third of his 95% membership interest in MMA Family, LLC on September 30, 2005 to each of The Marc Daniel Miller 2005 GRAT, The Marni Spencer 2005 GRAT and The Abby Miller King 2005 GRAT (each, a "GRAT"). The Trustees of each GRAT are Alan B. Miller, Marc Daniel Miller and Anthony Pantaleoni.
- (4) Includes 380,000 shares of Class B Common Stock contributed by Mr. Miller and 20,000 shares of Class B Common Stock contributed by Mr. Miller's spouse which are beneficially owned by him.

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.