

UNIVERSAL HEALTH SERVICES INC
Form 4
December 11, 2006

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)
12/07/2006

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class B Common Stock | 12/07/2006 | | J ⁽¹⁾ | V 34,840 | D ⁽¹⁾ \$ 0 34,840 | I | By The Marc D. Miller 2006 GRAT ⁽¹⁾ |
| Class B Common Stock | 12/07/2006 | | J ⁽¹⁾ | V 34,840 | D ⁽¹⁾ \$ 0 34,840 | I | By The Abby Miller King 2006 GRAT ⁽¹⁾ |
| Class B Common | 12/07/2006 | | J ⁽¹⁾ | V 34,840 | D ⁽¹⁾ \$ 0 34,840 | I | By The Marni |

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| Stock | | | | | | | | Spencer 2006 GRAT <u>(1)</u> |
|----------------------------|------------|---|-------|---|-------------|--------|---|--|
| Class B Common Stock | 12/08/2006 | S | 2,500 | D | \$ 55 | 32,340 | I | By The Marc D. Miller 2006 GRAT |
| Class B Common Stock | 12/08/2006 | S | 2,000 | D | \$ 55.4 | 30,340 | I | By The Marc D. Miller 2006 GRAT |
| Class B Common Stock | 12/08/2006 | S | 800 | D | \$ 55 | 34,040 | I | By The Abby Miller King 2006 GRAT |
| Class B Common Stock | 12/08/2006 | S | 200 | D | \$ 55.01 | 33,840 | I | By The Abby Miller King 2006 GRAT |
| Class B Common Stock | 12/08/2006 | S | 100 | D | \$ 55.02 | 33,740 | I | By The Abby Miller King 2006 GRAT |
| Class B Common Stock | 12/08/2006 | S | 600 | D | \$ 55.03 | 33,140 | I | By The Abby Miller King 2006 GRAT |
| Class B Common Stock | 12/08/2006 | S | 500 | D | \$ 55.05 | 32,640 | I | By The Abby Miller King 2006 GRAT |
| Class B Common Stock | 12/08/2006 | S | 100 | D | \$ 55.06 | 32,540 | I | By The Abby Miller King 2006 GRAT |
| Class B Common Stock | 12/08/2006 | S | 200 | D | \$ 55.07 | 32,340 | I | By The Abby Miller King 2006 GRAT |
| Class B Common Stock | 12/08/2006 | S | 2,000 | D | \$ 55.4 | 30,340 | I | By The Abby Miller King 2006 GRAT |
| Class B Common | 12/08/2006 | S | 2,200 | D | \$ 55 | 32,640 | I | By The Marni |

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| | | | | | | | | | |
|----------------------------|------------|---|-----|---|-------------|---------|---|--|--|
| Stock | | | | | | | | | Spencer 2006 GRAT |
| Class B Common Stock | 12/08/2006 | S | 300 | D | \$ 55.03 | 32,340 | I | | By The Marni Spencer 2006 GRAT |
| Class B Common Stock | 12/08/2006 | S | 700 | D | \$ 55.4 | 31,640 | I | | By The Marni Spencer 2006 GRAT |
| Class B Common Stock | | | | | | 295,480 | I | | By MMA Family, LLC |
| Class B Common Stock | | | | | | 23,000 | I | | By Alan Miller Family Foundation (2) |
| Class B Common Stock | | | | | | 344,166 | D | | |

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 Repo 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 ALAN B UNIVERSAL CORPORATE CENTER 367 SOUTH GULPH ROAD KING OF PRUSSIA, PA 19406 | X | X | Chairman, President and CEO | |

Signatures

Alan B. Miller 12/11/2006

 **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) On December 7, 2006, Mr. Miller transferred 34,840 shares of Class B Common Stock to each of the following GRATS: The Marc Daniel Miller 2006 GRAT, The Abby Miller King 2006 GRAT and The Marni Spencer 2006 GRAT. These shares were previously directly held by Mr. Miller and the transfer resulted in a change in his beneficial ownership from direct to indirect. Mr. Miller's pecuniary interest in these shares is unchanged.
- (2) Mr. Miller disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that Mr. Miller is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

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.