

UNIVERSAL HEALTH SERVICES INC
 Form 4
 December 16, 2008

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

(Last) (First) (Middle)
 UNIVERSAL HEALTH SERVICES, INC., 367 SOUTH GULPH ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/12/2008

KING OF PRUSSIA, PA 19406
 (City) (State) (Zip)

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

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)
				(A) or (D)	Price		
Class B Common Stock	12/12/2008		J ⁽¹⁾	V 20,000 D	\$ 0 257,891	D	
Class B Common Stock	12/12/2008		J ⁽¹⁾	V 20,000 A	\$ 0 20,000	I	By The Abby Miller King 2008 GRAT (A)
Class B Common Stock	12/12/2008		J ⁽¹⁾	V 20,000 D	\$ 0 237,891	D	

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Class B Common Stock	12/12/2008		<u>J⁽¹⁾</u>	V	20,000	A	\$ 0	20,000	I	By The Marc Daniel Miller 2008 GRAT (A)
Class B Common Stock	12/12/2008		<u>J⁽¹⁾</u>	V	20,000	D	\$ 0	217,891	D	
Class B Common Stock	12/12/2008		<u>J⁽¹⁾</u>	V	20,000	A	\$ 0	20,000	I	By The Marni Spencer 2008 GRAT (A)
Class B Common Stock								23,000	I	By Alan Miller Family Foundation ⁽²⁾
Class B Common Stock								50,000	I	By The Abby Miller King 2008 GRAT
Class B Common Stock								50,000	I	By The Marc Daniel Miller 2008 GRAT
Class B Common Stock								50,000	I	By The Marni Spencer 2008 GRAT

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,	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
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4, and 5)

		Date	Expiration	Title	Amount or Number of Shares
		Exercisable	Date		
Code	V	(A)	(D)		

Reporting Owners

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

Signatures

/s/ Alan B. Miller 12/16/2008

**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) On December 12, 2008, Mr. Miller transferred 20,000 shares of Class B Common Stock to each of The Marc Daniel Miller 2008 GRAT (A), The Marni Spencer 2008 GRAT (A) and The Abby Miller King 2008 GRAT (A). These shares were previously directly held by Mr. Miller and the transfer resulted in a change of 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.