

MILLER ALAN B
Form 4
January 19, 2012

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)

UNIVERSAL HEALTH SERVICES, INC., 367 SOUTH GULPH ROAD

3. Date of Earliest Transaction (Month/Day/Year)
01/18/2012

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

(Street)

KING OF PRUSSIA, PA 19406

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

(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 | 01/18/2012 | | A | | 54,127 (1) | A | \$ 0 | 400,660 | D | |
| Class B Common Stock | | | | | | | | 27,982 | I | By The Abby Miller King 2010 GRAT |
| Class B Common | | | | | | | | 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 | | 2,560 | 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) | 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 of Number of Shares |

| | | | | | | | | |
|---|----------|------------|------------------|---------|----------------|------------|----------------------|---------|
| Option To Purchase Class B Common Stock | \$ 36.95 | 01/18/2012 | A ⁽²⁾ | 590,000 | ⁽³⁾ | 01/18/2017 | Class B Common Stock | 590,000 |
|---|----------|------------|------------------|---------|----------------|------------|----------------------|---------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | 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 | |

Signatures

| | |
|---|---------------------|
| /s/ Steve Filton, Attorney-in-Fact for Alan B. Miller | 01/19/2012 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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.
- (2) 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.