

PANTALEONI ANTHONY
Form 4
March 04, 2011

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 *
PANTALEONI ANTHONY

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)
FULBRIGHT & JAWORSKI
LLP, 666 FIFTH AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/03/2011

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

NEW YORK, NY 10103

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Class B Common Stock | 03/03/2011 | | M | | 10,000 A \$ 28.805 | 10,476 | D |
| Class B Common Stock | 03/03/2011 | | M | | 7,500 A \$ 24.445 | 17,976 | D |
| Class B Common Stock | 03/03/2011 | | M | | 5,000 A \$ 16.22 | 22,976 | D |
| Class B Common Stock | 03/03/2011 | | F | | 11,503 D \$ 48.03 | 11,473 | D |

| | | | | |
|----------------------|--|--------|---|----------------------|
| Common Stock | | | | |
| Class B Common Stock | | 12,228 | I | AP-2 LLC |
| Class B Common Stock | | 7,560 | I | Trustee F/b/o Family |

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Option To Purchase Class B Common Stock | \$ 28.805 | 03/03/2011 | | M | 10,000 | <u>(1)</u> 09/13/2011 | Class B Common Stock | 10,000 |
| Option To Purchase Class B Common Stock | \$ 24.445 | 03/03/2011 | | M | 7,500 | <u>(2)</u> 11/21/2012 | Class B Common Stock | 7,500 |
| Option To Purchase Class B Common Stock | \$ 16.22 | 03/03/2011 | | M | 5,000 | <u>(3)</u> 11/21/2013 | Class B Common Stock | 5,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PANTALEONI ANTHONY FULBRIGHT & JAWORSKI LLP 666 FIFTH AVENUE NEW YORK, NY 10103 | X | | | |

Signatures

| | |
|--|------------|
| /s/ Steve Filton, Attorney-in-Fact for Mr. Pantaleoni | 03/04/2011 |
| __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) Option vested on each of 9/14/2007, 9/14/2008, 9/14/2009 and 9/14/2010.
 - (2) Option vested on each of 11/21/2008, 11/21/2009 and 11/21/2010.
 - (3) Option vested on each of 11/21/2009 and 11/21/2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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