

UNIVERSAL HEALTH SERVICES INC
 Form 4
 October 06, 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 Marc D

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)
 367 SOUTH GULPH ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 10/05/2006

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

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)
Class B Common Stock	10/05/2006		J ⁽¹⁾	V 110,133 D	① 289,867	I	by MMA Family, LLC ⁽³⁾
Class B Common Stock	10/06/2006		J ⁽²⁾	V 5,613 A	② 295,480	I	by MMA Family, LLC ⁽³⁾
Class B Common Stock					1,953	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. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Miller Marc D 367 SOUTH GULPH ROAD KING OF PRUSSIA, PA 19406	X		Vice President	

Signatures

Marc D. Miller 10/06/2006
 **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).
- On October 5, 2006, MMA Family, LLC made a distribution of (i) 5,613 shares of UHS Class B Common Stock to Jill S. Miller, as a member, and (ii) an aggregate of 104,520 shares of UHS Class B Common Stock to its other members, The Marni Spencer 2005 GRAT,
- (1) The Abby Miller King 2005 GRAT and The Marc Daniel Miller 2005 GRAT (together, the "GRATs"). On October 6, 2006, the GRATs in turn distributed the 104,520 shares of UHS Class B Common Stock directly to Mr. Alan Miller, the Chairman, President and Chief Executive Officer of UHS, pursuant to the terms of the GRATs.
 - (2) On October 6, 2006, Jill S. Miller transferred the 5,613 shares of UHS Class B Common Stock back to MMA Family, LLC.
- Marc D. Miller disclaims beneficial ownership of the securities attributable to Jill S. Miller and The Marni Spencer 2005 GRAT and The
- (3) Abby Miller King 2005 GRAT as members of MMA Family, LLC, and this report shall not be deemed an admission that he is the beneficial owner of such 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.

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