

Miller Marc D
Form 4
December 10, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(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)

UNIVERSAL HEALTH
SERVICES, INC., 367 SOUTH
GULPH ROAD

3. Date of Earliest Transaction
(Month/Day/Year)
12/07/2012

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

(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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount (A) or (D)	Price				
Class B Common Stock	12/07/2012		S		3,000	D	\$ 45.6608 <u>(1)</u>	22,863	I	The Abby Danielle Miller 2002 Trust
Class B Common Stock	12/07/2012		S		3,000	D	\$ 45.6593 <u>(2)</u>	22,863	I	The Marc Daniel Miller 2002 Trust

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Class B Common Stock	12/07/2012	S	3,000	D	\$ 45.6602 (3)	22,863	I	The Marni Spencer 2002 Trust
Class B Common Stock						17,987	D	
Class B Common Stock						16,615	I	By The Abby Miller King 2010 GRAT (A)
Class B Common Stock						100,000	I	By The Abby Miller King 2012 GRAT (A)
Class B Common Stock						16,615	I	By The Marc Daniel Miller 2010 GRAT (A)
Class B Common Stock						100,000	I	By The Marc Daniel Miller 2012 GRAT (A)
Class B Common Stock						16,615	I	By The Marni Spencer 2010 GRAT (A)
Class B Common Stock						100,000	I	By The Marni Spencer 2012 GRAT

Class B Common Stock	59,900	I	(A) The Abby Miller King 2011 Family Trust
Class B Common Stock	59,900	I	The Marc Daniel Miller 2011 Family Trust
Class B Common Stock	59,900	I	The Marni Spencer 2011 Family Trust

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
				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

Reporting Owners

Miller Marc D
UNIVERSAL HEALTH SERVICES, INC. X President
367 SOUTH GULPH ROAD
KING OF PRUSSIA, PA 19406

Signatures

/s/ Marc D.
Miller 12/10/2012

__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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.600 to \$45.853, inclusive. The reporting person undertakes to provide to Universal Health Services, Inc. (the "Company"), any stockholder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in Footnotes 1, 2 and 3.
 - (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.580 to \$45.850, inclusive.
 - (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.600 to \$45.850, inclusive.

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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