

UNIVERSAL HEALTH SERVICES INC
 Form 4
 March 06, 2014

FORM 4

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

OMB APPROVAL

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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)
 03/04/2014

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Class B Common Stock | 03/04/2014 | | M | 15,000 A | \$ 30.32 15,227 | D | |
| Class B Common Stock | 03/04/2014 | | M | 11,250 A | \$ 43.67 26,477 | D | |
| Class B Common Stock | 03/04/2014 | | M | 7,500 A | \$ 36.95 33,977 | D | |
| Class B Common Stock | 03/04/2014 | | M | 3,750 A | \$ 53.38 37,727 | D | |

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| | | | | | | | | |
|----------------------|------------|--|------------------|--------|---|-----------|--------|---|
| Common Stock | | | | | | | | |
| Class B Common Stock | 03/04/2014 | | F | 17,558 | D | \$ 81.07 | 20,169 | D |
| Class B Common Stock | 03/05/2014 | | S ⁽¹⁾ | 19,942 | D | \$ 80.819 | 227 | D |
| Class B Common Stock | | | | | | | 680 | 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option To Purchase Class B Common Stock | \$ 30.32 | 03/04/2014 | | M | 15,000 | ⁽²⁾ | 01/20/2015 | Class B Common Stock | 15,000 |
| Option To Purchase Class B Common Stock | \$ 43.67 | 03/04/2014 | | M | 11,250 | ⁽³⁾ | 01/19/2016 | Class B Common Stock | 11,250 |
| Option To Purchase Class B Common Stock | \$ 36.95 | 03/04/2014 | | M | 7,500 | ⁽⁴⁾ | 01/18/2017 | Class B Common Stock | 7,500 |

| | | | | | | | | | | |
|--|----------|------------|--|---|-------|------------|------------|----------------------------|-------|--|
| Common Stock | | | | | | | | | | |
| Option To Purchase Class B Common Stock | \$ 53.38 | 03/04/2014 | | M | 3,750 | <u>(5)</u> | 01/15/2018 | Class B Common Stock | 3,750 | |

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/ Anthony
Pantaleoni

03/06/2014

 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).

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$80.75 to \$80.89, 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 Footnote 1.
- (1) The option vested ratably on each of 1/20/2011, 1/20/2012, 1/20/2013 and 1/20/2014.
- (3) The option vested ratably on each of 1/19/2012, 1/19/2013 and 1/19/2014.
- (4) The option vested ratably on 1/18/2013 and 1/18/2014.
- (5) The option vested on 1/16/2014.

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.