

UNIVERSAL HEALTH SERVICES INC
 Form 4
 December 19, 2014

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)
 UNIVERSAL HEALTH SERVICES, INC., 367 SOUTH GULPH ROAD

3. Date of Earliest Transaction (Month/Day/Year)
 12/18/2014

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 Number of Shares |
| Class A Common Stock | <u>(1)</u> | 12/18/2014 | | <u>J</u> ⁽²⁾ | | 39,510 | | <u>(4)</u> | <u>(5)</u> | Class B Common Stock | 39,510 |
| Class A Common Stock | <u>(1)</u> | 12/18/2014 | | <u>J</u> ⁽²⁾ | | 52,685 | | <u>(4)</u> | <u>(5)</u> | Class B Common Stock | 52,685 |
| Class A Common Stock | <u>(1)</u> | 12/18/2014 | | <u>J</u> ⁽²⁾ | | 39,510 | | <u>(4)</u> | <u>(5)</u> | Class B Common Stock | 39,510 |
| Class A Common Stock | <u>(1)</u> | 12/18/2014 | | <u>J</u> ⁽³⁾ | | 93,836 | | <u>(4)</u> | <u>(5)</u> | Class B Common Stock | 93,836 |
| Class A Common Stock | <u>(1)</u> | 12/18/2014 | | <u>J</u> ⁽³⁾ | | 93,836 | | <u>(4)</u> | <u>(5)</u> | Class B Common Stock | 93,836 |
| Class A Common Stock | <u>(1)</u> | 12/18/2014 | | <u>J</u> ⁽³⁾ | | 125,108 | | <u>(4)</u> | <u>(5)</u> | Class B Common Stock | 125,108 |

| | | | | | | | | |
|----------------------------|------------|------------|-------------------------|---------|------------|------------|----------------------------|------|
| Class A Common Stock | <u>(1)</u> | 12/18/2014 | <u>J</u> ⁽³⁾ | 125,108 | <u>(4)</u> | <u>(5)</u> | Class B Common Stock | 125, |
| Class A Common Stock | <u>(1)</u> | 12/18/2014 | <u>J</u> ⁽³⁾ | 93,836 | <u>(4)</u> | <u>(5)</u> | Class B Common Stock | 93,8 |
| Class A Common Stock | <u>(1)</u> | 12/18/2014 | <u>J</u> ⁽³⁾ | 93,836 | <u>(4)</u> | <u>(5)</u> | Class B Common Stock | 93,8 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| Miller Marc D UNIVERSAL HEALTH SERVICES, INC. 367 SOUTH GULPH ROAD KING OF PRUSSIA, PA 19406 | X | | President | |

Signatures

/s/ Marc D.
Miller

12/19/2014

 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).

(1) The Class A Common Stock is convertible into Class B Common Stock on a share for share basis.

On December 18, 2014, each of The Abby Miller King 2010 GRAT (B) and The Marni Spencer 2010 GRAT (B) terminated and distributed 39,510 shares of Class A Common Stock to Alan B. Miller. On December 18, 2014, The Marc Daniel Miller 2010 GRAT (B)

(2) terminated and distributed 52,685 shares of Class A Common Stock to Alan B. Miller. The transfer resulted in a change of beneficial ownership from indirect to direct. Mr. Alan B. Miller's pecuniary interest in these shares is unchanged. Mr. Marc D. Miller serves as Co-Trustee of each of these GRATs.

(3) On December 18, 2014, each of The Abby Miller King 2010 GRAT (B) and The Marni Spencer 2010 GRAT (B) terminated and distributed 93,836 shares of Class A Common Stock to each of The Abby Danielle Miller 2002 Trust and The Marni Spencer 2002 Trust. On December 18, 2014 The Marc Daniel Miller 2010 GRAT (B) terminated and distributed 125,108 shares of Class A Common Stock to The Marc Daniel Miller 2002 Trust.

(4) Immediately

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(5) Not Applicable

(6) Marc D. Miller disclaims any pecuniary interest in these shares.

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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