

MILLER ALAN B
Form 4
March 21, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 ALAN B

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)

3. Date of Earliest Transaction (Month/Day/Year)
03/20/2019

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

UNIVERSAL HEALTH SERVICES, INC., 367 SOUTH GULPH ROAD

(Street)

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

KING OF PRUSSIA, PA 19406

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Class B Common Stock | 03/20/2019 | | A ⁽¹⁾ | 7,462 A | \$ 0 1,158,203 | D | |
| Class B Common Stock | | | | | 31,319 | I | AMK 2014 LLC as held by Alan B. Miller |
| Class B Common Stock | | | | | 51,933 | I | AMK 2014 LLC as held by The Abby |

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| | | | | |
|----------------------------|---------|---|--|---|
| | | | | Miller King 2018 GRAT |
| Class B Common Stock | 16,748 | I | | AMK 2014 LLC held by The Abby Danielle Miller 2002 Trust |
| Class B Common Stock | 55,763 | I | | By The Abby Miller King 2011 Family Trust |
| Class B Common Stock | 44,896 | I | | MDM 2014 LLC as held by Alan B. Miller |
| Class B Common Stock | 131,097 | I | | MDM 2014 LLC as held by The Marc Daniel Miller 2018 GRAT |
| Class B Common Stock | 24,007 | I | | MDM 2014 LLC held by The Marc Daniel Miller 2002 Trust |
| Class B Common Stock | 31,319 | I | | MS 2014 LLC as held by Alan B. Miller |
| Class B Common Stock | 51,933 | I | | MS 2014 LLC as held by The Marni Spencer 2018 GRAT |
| Class B Common Stock | 16,748 | I | | MS 2014 LLC held by The Marni Spencer 2002 Trust |
| Class B Common Stock | 10,810 | I | | The Alan and Jill Miller |

| | | | |
|----------------------------|--------|---|---|
| Class B Common Stock | 59,900 | I | Foundation The Marc Daniel Miller 2011 Family Trust |
| Class B Common Stock | 55,763 | 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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SEC 1474
(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 of Number of Shares |
| Option To Purchase Class B Common Stock | \$ 134.02 | 03/20/2019 | | A ⁽²⁾ | 590,000 | ⁽³⁾ 03/19/2024 | Class B Common Stock 590,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MILLER ALAN B UNIVERSAL HEALTH SERVICES, INC. 367 SOUTH GULPH ROAD KING OF PRUSSIA, PA 19406 | X | X | Chairman and CEO | |

Signatures

/s/ Steve Filton, Attorney-in-Fact for Alan B.
Miller

03/21/2019

__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) These restricted shares were granted pursuant to the Universal Health Services, Inc. Amended and Restated 2010 Employees' Restricted Stock Purchase Plan and shall vest ratably on each of 03/20/2020 and 03/20/2021.
- (2) Option granted to purchase shares of Class B Common Stock under the Company's Third Amended and Restated 2005 Stock Incentive Plan.
- (3) Option vests ratably on each of 3/20/2020, 3/20/2021, 3/20/2022, and 3/20/2023.

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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