

MILLER ALAN B
Form 4
December 10, 2012

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 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)
12/07/2012

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Class B Common Stock | 12/07/2012 | | M | 295,000 | A | \$ 16.22 | 617,560 D |
| Class B Common Stock | 12/07/2012 | | F | 179,417 | D | \$ 46.17 | 438,143 D |
| Class B Common Stock | 12/07/2012 | | S | 15,000 | D | \$ 45.673 | 423,143 D |
| | | | | | | <u>(1)</u> | |

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| | | | |
|----------------------------|---------|---|---|
| Class B Common Stock | 16,615 | I | By The Abby Miller King 2010 GRAT (A) |
| Class B Common Stock | 59,900 | I | By The Abby Miller King 2011 Family Trust |
| 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 (A) |

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| | | | |
|----------------------------|--------|---|---|
| Class B Common Stock | 34,708 | I | By Wife |
| 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 of Number of Shares |
| Option To Purchase Class B Common Stock | \$ 16.22 | 12/07/2012 | | M | 295,000 | (2) | 11/21/2013 | Class B Common Stock | 295,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MILLER ALAN B UNIVERSAL HEALTH SERVICES, INC. | X | X | Chairman and CEO | |

367 SOUTH GULPH ROAD
KING OF PRUSSIA, PA 19406

Signatures

/s/ Alan B.

12/07/2012

Miller

 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 \$45.580 to \$45.870, 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)
 - (2) Option vested 11/21/2009, 11/21/2010, 11/21/2011 and 11/21/2012.

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.