

UNIVERSAL HEALTH SERVICES INC
 Form 4
 November 13, 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)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 President

(Last) (First) (Middle)
 UNIVERSAL HEALTH SERVICES, INC., 367 SOUTH GULPH ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/12/2014

KING OF PRUSSIA, PA 19406
 (City) (State) (Zip)

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

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)	Price		
Class B Common Stock	11/12/2014		J ⁽¹⁾	100,000	A \$ 0 100,000	I	AMK 2014 LLC
Class B Common Stock	11/12/2014		J ⁽¹⁾	100,000	A \$ 0 100,000	I	MDM 2014 LLC
Class B Common Stock	11/12/2014		J ⁽¹⁾	100,000	A \$ 0 100,000	I	MS 2014 LLC

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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. Amount or Number of Shares
Class A Common Stock	(2)	11/12/2014		J ⁽¹⁾	100,000	(3) (4)	Class B Common Stock	100,000
Class A Common Stock	(2)	11/12/2014		J ⁽¹⁾	150,000	(3) (4)	Class B Common Stock	150,000
Class A Common Stock	(2)	11/12/2014		J ⁽¹⁾	100,000	(3) (4)	Class B Common Stock	100,000

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 11/13/2014

**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)

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On November 11, 2014, Mr. Alan B. Miller transferred 150,000 shares of Class A Common Stock to the MDM 2014 LLC and transferred 100,000 shares of Class A Common Stock to each of the AMK 2014 LLC and the MS 2014 LLC. On November 11, 2014, Mr. Alan B. Miller transferred 100,000 shares of Class B Common Stock to each of the AMK 2014 LLC, the MDM 2014 LLC and the MS 2014 LLC. These shares were previously directly held by Mr. Alan B. Miller and the transfer resulted in a change of beneficial ownership from direct to indirect. Mr. Alan B. Miller's pecuniary interest in these shares is unchanged. It is contemplated that following the transfers referred to above, the 100% ownership interest in the AMK 2014 LLC will be transferred to The Abby Miller King 2014 GRAT. The 100% ownership interest in the MDM 2014 LLC will be transferred to The Marc Daniel Miller 2014 GRAT. The 100% ownership interest in the MS 2014 LLC will be transferred to The Marni Spencer 2014 GRAT. Mr. Alan B. Miller's pecuniary interest in these shares will be unchanged.

- (2) The Class A Common Stock is convertible into Class B Common Stock on a share for share basis.
- (3) Immediately
- (4) Not Applicable

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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