

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Miller Marc D</u>  _____ (Last) (First) (Middle) UNIVERSAL HEALTH SERVICES, INC. 367 SOUTH GULPH ROAD  _____ (Street) KING OF PRUSSIA PA 19406  _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>UNIVERSAL HEALTH SERVICES INC [ UHS ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Sr. Vice President
	3. Date of Earliest Transaction (Month/Day/Year) 04/23/2009	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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)
			Code	V	Amount	(A) or (D)	Price			
Class B Common Stock	04/23/2009		J	V	35,443 <sup>(1)</sup>	D	\$41.59	14,557	I	By The Abby Miller King 2008 GRAT
Class B Common Stock	04/23/2009		J	V	35,443 <sup>(1)</sup>	D	\$41.59	14,557	I	By The Marc Daniel Miller 2008 GRAT
Class B Common Stock	04/23/2009		J	V	35,443 <sup>(1)</sup>	D	\$41.59	14,557	I	By The Marni Spencer 2008 GRAT
Class B Common Stock								7,156	D	
Class B Common Stock								148,012	I	By MMA Family, LLC <sup>(2)</sup>
Class B Common Stock								20,000	I	By The Abby Miller King 2008 GRAT (A)
Class B Common Stock								20,000	I	By The Marc Daniel Miller 2008 GRAT (A)
Class B Common Stock								20,000	I	By The Marni Spencer 2008 GRAT (A)

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class A Common Stock	(3)							(4)	(5)	Class B Common Stock	444,447		444,447	I	A. Miller Family, LLC
Class A Common Stock	(3)							(4)	(5)	Class B Common Stock	5,250		5,250	I	The Abby Danielle Miller 2002 Trust
Class A Common Stock	(3)							(4)	(5)	Class B Common Stock	5,250		5,250	I	The Marc Daniel Miller 2002 Trust
Class A Common Stock	(3)							(4)	(5)	Class B Common Stock	5,250		5,250	I	The Marni Spencer 2002 Trust

**Explanation of Responses:**

- On April 23, 2009, each of The Marc Daniel Miller 2008 GRAT, The Marni Spencer 2008 GRAT and The Abby Miller King 2008 GRAT transferred 35,443 shares of Class B Common Stock to Alan B. Miller. Mr. Marc Daniel Miller serves as Co-Trustee of each of these GRATs.
- Mr. Miller disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that Mr. Miller is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- These shares are convertible to Class B Common Stock on a share for share basis.
- Immediately.
- Not Applicable.

/s/ Marc D. Miller

04/29/2009

\*\* Signature of Reporting Person

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**