

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>PANTALEONI ANTHONY</u>  (Last) (First) (Middle)  <u>FULBRIGHT &amp; JAWORSKI LLP</u> <u>666 FIFTH AVENUE</u>  (Street) <u>NEW YORK NY 10103</u>  (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  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/12/2010</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>03/23/2010</u>	

**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	03/12/2010		J <sup>(1)</sup>	V	12,228	D	\$0	0	D	
Class B Common Stock	03/12/2010		J <sup>(1)</sup>	V	12,228	A	\$0	12,228	I	AP-2 LLC
Class B Common Stock								7,560	I	Trustee F/b/o Family

**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					
Class A Common Stock	(2)	03/12/2010		J <sup>(1)</sup>	V		17,808	(2)	(2)	Class B Common Stock	\$0	0	D	
Class A Common Stock	(2)	03/12/2010		J <sup>(1)</sup>	V	17,808		(2)	(2)	Class B Common Stock	\$0	17,808	I	AP-2 LLC

**Explanation of Responses:**

1. On March 12, 2010, Mr. Pantaleoni transferred 17,808 shares of Class A Common Stock and 12,228 shares of Class B Common Stock to AP-2 LLC, of which he is the sole manager. On March 12, 2010, Mr. Pantaleoni transferred a 100% membership interest in AP-2 LLC to The AP-2 2010 GRAT. These transfers resulted in a change in the form of beneficial ownership of these shares from direct to indirect. Mr. Pantaleoni's pecuniary interest in these shares is unchanged.

2. The Class A Common Stock is convertible into Class B Common Stock on a share for share basis.

/s/ Anthony Pantaleoni

04/28/2010

\*\* 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.