

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>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) <p style="text-align: center;">President</p>
	3. Date of Earliest Transaction (Month/Day/Year) 12/18/2014	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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	(1)	12/18/2014		j ⁽²⁾			39,510	(4)	(5)	Class B Common Stock	39,510	\$0	93,836 ⁽⁶⁾	I	By The Abby Miller King 2010 GRAT (B)
Class A Common Stock	(1)	12/18/2014		j ⁽²⁾			52,685	(4)	(5)	Class B Common Stock	52,685	\$0	125,108	I	By The Marc Daniel Miller 2010 GRAT (B)
Class A Common Stock	(1)	12/18/2014		j ⁽²⁾			39,510	(4)	(5)	Class B Common Stock	39,510	\$0	93,836 ⁽⁶⁾	I	By The Marni Spencer 2010 GRAT (B)
Class A Common Stock	(1)	12/18/2014		j ⁽³⁾			93,836	(4)	(5)	Class B Common Stock	93,836	\$0	0	I	By The Abby Miller King 2010 GRAT (B)
Class A Common Stock	(1)	12/18/2014		j ⁽³⁾		93,836		(4)	(5)	Class B Common Stock	93,836	\$0	160,563 ⁽⁶⁾	I	The Abby Danielle Miller 2002 Trust
Class A Common Stock	(1)	12/18/2014		j ⁽³⁾			125,108	(4)	(5)	Class B Common Stock	125,108	\$0	0	I	By The Marc Daniel Miller 2010 GRAT (B)
Class A Common Stock	(1)	12/18/2014		j ⁽³⁾		125,108		(4)	(5)	Class B Common Stock	125,108	\$0	200,695 ⁽⁶⁾	I	The Marc Daniel Miller 2002 Trust
Class A Common Stock	(1)	12/18/2014		j ⁽³⁾			93,836	(4)	(5)	Class B Common Stock	93,836	\$0	0	I	By The Marni Spencer 2010 GRAT (B)
Class A Common Stock	(1)	12/18/2014		j ⁽³⁾		93,836		(4)	(5)	Class B Common Stock	93,836	\$0	160,563 ⁽⁶⁾	I	The Marni Spencer 2002 Trust

Explanation of Responses:

- The Class A Common Stock is convertible into Class B Common Stock on a share for share basis.
- On December 18, 2014, each of The Abby Miller King 2010 GRAT (B) and The Marni Spencer 2010 GRAT (B) terminated and distributed 39,510 shares of Class A Common Stock to Alan B. Miller. On December 18, 2014, The Marc Daniel Miller 2010 GRAT (B) terminated and distributed 52,685 shares of Class A Common Stock to Alan B. Miller. The transfer resulted in a change of beneficial ownership from indirect to direct. Mr. Alan B. Miller's pecuniary interest in these shares is unchanged. Mr. Marc D. Miller serves as Co-Trustee of each of these GRATs.

3. On December 18, 2014, each of The Abby Miller King 2010 GRAT (B) and The Marni Spencer 2010 GRAT (B) terminated and distributed 93,836 shares of Class A Common Stock to each of The Abby Danielle Miller 2002 Trust and The Marni Spencer 2002 Trust. On December 18, 2014 The Marc Daniel Miller 2010 GRAT (B) terminated and distributed 125,108 shares of Class A Common Stock to The Marc Daniel Miller 2002 Trust.

4. Immediately

5. Not Applicable

6. Marc D. Miller disclaims any pecuniary interest in these shares.

/s/ Marc D. Miller

12/19/2014

** 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.

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