

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported) March 31, 2006

**UNIVERSAL HEALTH SERVICES, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-10765**  
(Commission File Number)

**23-2077891**  
(IRS Employer  
Identification No.)

**Universal Corporate Center**  
**367 South Gulph Road**  
**King of Prussia, Pennsylvania**  
(Address of principal executive offices)

**19406**  
(Zip Code)

Registrant's telephone number, including area code: (610) 768-3300

**Not Applicable**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d- 2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e- 4(c))

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**Item 1.01 Entry into a Material Definitive Agreement.**

On March 31, 2006, the Compensation Committee of the Board of Directors of Universal Health Services, Inc. authorized a \$35,000 payment to Marc D. Miller, Vice President of the Company and the son of Alan B. Miller, the Company's Chief Executive Officer and Chairman of the Board of Directors. This payment was awarded on a discretionary basis based on Marc D. Miller's efforts in directing the Company's acute care division during the period that the Company's Senior Vice President-Acute Care Operations position was vacant.

In addition, Marc D. Miller was assigned a target incentive bonus under the hospital incentive plan of 30% to 100% of his base salary for 2006. 25% of Mr. Miller's incentive bonus for 2006 will be determined using the acute care hospitals' divisional performance criteria based on the achievement of specified pre-tax income targets and the remaining 75% will be determined using regional acute care hospitals' performance criteria based on the achievement of specified pre-tax income targets.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

UNIVERSAL HEALTH SERVICES, INC.

Date: April 4, 2006

By: /s/ ALAN B. MILLER

Name: Alan B. Miller

Title: President and Chief Executive Officer

By: /s/ STEVE FILTON

Name: Steve Filton

Title: Senior Vice President and Chief Financial Officer