

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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* WILLIAMS JOHN F JR			2. Issuer Name and Ticker or Trading Symbol UNIVERSAL HEALTH SERVICES INC [UHS]			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)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 09/28/2005			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
THE GEORGE WASHINGTON UNIVERSITY 2300 I STREET, N.W., SUITE 713 E			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) WASHINGTON DC 20037								
(City) (State) (Zip)								

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					
Option to Purchase Class B Common Stock	\$47.8	09/28/2005		A ⁽¹⁾		10,000			(2)	09/28/2010	Class B Common Stock	10,000	\$47.8	10,000	D	

Explanation of Responses:

- Options granted to purchase shares of Class B Common Stock under the Company's 2005 Stock Incentive Plan.
- 2,500 exercisable on each of 9/28/2006, 9/28/2007, 9/28/2008 and 9/28/2009

Steve Filton, Attorney-in-Fact

09/28/2005

** 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.

POWER OF ATTORNEY

I, John F. Williams, Jr., M.D., do hereby designate Steve Filton, Charles F. Boyle and Bruce R. Gilbert to act as my lawful attorneys-in-fact to execute and have de
Such necessary forms shall consist of Form 4, Statement of Changes in Beneficial Ownership and Form 5, Annual Statement of Changes in Beneficial Ownership.
I hereby ratify and confirm all that said attorney shall lawfully do or cause to be done by virtue hereof.

/s/ John F. Williams, Jr., M.D.

Signed and dated on this 28th day of September 2005.

The undersigned, Steve Filton, Charles F. Boyle and Bruce R. Gilbert hereby affirm that we are the persons named herein as attorneys-in-fact and that our original s:

/s/ Steve Filton &nb
sp; /s/ Charles F. Boyle

/s/ Bruce R. Gilbert

Signed and dated on this 28th day of September 2005.

COMMONWEALTH OF PENNSYLVANIA
COUNTY OF MONTGOMERY

On this 28th day of September, in the year 2005, before me, Celeste A. Stellabott, personally appeared John F. Williams, Jr., M.D., Steve Filton, Charles F. Boyle ar

/s/ Celeste A. Stellabott (Seal)
Signature of Notary Public