

UNIVERSAL HEALTH SERVICES, INC.

This Proxy Solicited By The Board Of
Directors For The Annual Meeting Of
Stockholders To Be Held On May 17, 2000

Alan B. Miller and Steve Filton and each of them, as the true and lawful attorneys, agents and proxies of the undersigned, with full power of substitution, are hereby authorized to represent and to vote, as designated below, all shares of Class B Common Stock and Class D Common Stock of Universal Health Services, Inc. held of record by the undersigned on April 5, 2000, at the Annual Meeting of Stockholders to be held at 10:00 a.m. on Wednesday, May 17, 2000 at the offices of the Company, Universal Corporate Center, 367 South Gulph Road, King of Prussia, Pennsylvania and at any adjournment thereof. Any and all proxies heretofore given are hereby revoked.

THIS PROXY IS CONTINUED ON THE REVERSE SIDE.
PLEASE SIGN ON THE REVERSE SIDE AND RETURN PROMPTLY,
OR VOTE BY TELEPHONE USING THE INSTRUCTIONS ON THE REVERSE SIDE.

-FOLD AND DETACH HERE-

Annual Meeting

of

Universal Health Services, Inc. Stockholders
Wednesday, May 17, 2000
10:00 a.m.
Universal Corporate Center
367 South Gulph Road
King of Prussia, PA.

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Agenda

- * Election of Directors by the holders of Class A and Class C Common Stock
 - * Adoption of the Amendment to the 1992 Stock Option Plan
 - * Discussion on matters of current interest
- =====

Please mark your vote as indicated in this example [X]

Adoption of the Amendment to the 1992 Stock Option Plan. FOR [] AGAINST [] ABSTAIN []

WHEN PROPERLY EXECUTED, THIS PROXY WILL BE VOTED AS DESIGNATED BY THE ABOVE, IF NO CHOICE IS SPECIFIED, THE PROXY WILL BE VOTED FOR THE ADOPTION OF THE AMENDMENT TO THE 1992 STOCK OPTION PLAN.

Discretionary authority is hereby granted with respect to such other matters as may properly come before the meeting.

Signature _____ Signature _____ Date _____

IMPORTANT: Please sign exactly as name appears at the left. Each joint owner shall sign. Executors, administrators, trustees, etc. should give full title. The above-signed acknowledges receipt of the Notice of Annual Meeting of Stockholders and the Proxy Statement furnished therewith.

[TELEPHONE GRAPHIC] FOLD AND DETACH HERE VOTE BY TELEPHONE [TELEPHONE GRAPHIC] QUICK * * * EASY * * * IMMEDIATE

YOUR VOTE IS IMPORTANT! - YOU CAN VOTE IN ONE OF TWO WAYS:

1. TO VOTE BY PHONE: Call toll-free 1-800-840-1208 on a touch tone telephone 24 hours a day-7 days a week There is NO CHARGE to you for this call. - Have your proxy card in hand.

You will be asked to enter a Control Number, which is located in the box in the lower right hand corner of this form.

OPTION 1: To vote as the Board of Directors recommends on the proposal press 1

When asked, please confirm by Pressing 1.

or

2. VOTE BY PROXY CARD: Mark, sign and date your proxy card and return promptly in the enclosed envelope.

NOTE: If you vote by telephone, THERE IS NO NEED TO MAIL BACK your Proxy Card.

THANK YOU FOR VOTING.