

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* <b>HERRELL JOHN H</b> (Last) (First) (Middle) <b>UNIVERSAL CORPORATE CENTER</b> <b>367 SOUTH GULPH ROAD</b> (Street) <b>KING OF PRUSSIA PA 19406</b> (City) (State) (Zip)		2. Issuer Name and Ticker or Trading Symbol <b>UNIVERSAL HEALTH SERVICES INC [ UHS ]</b>		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) <b>12/31/2003</b>			
		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			
Class B Common Stock	12/31/2003		M		91.452	A	\$53.72	2,091.452	D	
Class B Common Stock	12/31/2003		D		91.452	D	\$53.72	2,000	D	

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				
Phantom Stock	(I)	12/31/2003		M			91.452	12/31/2003	12/31/2003	Class B Common Stock	91.452	\$53.72	843.95	D	

Explanation of Responses:

1. 1 for 1

Steve Filton, Attorney-in-Fact

01/05/2004

\*\* 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 H. Herrell, do hereby designate Kirk E. Gorman, Steve Filton and Bruce R. Gilbert to act as my lawful attorneys-in-fact to execute and have delivered on my part 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 H. Herrell  
John H. Herrell

Signed and dated on this 9th day of August 2002.

The undersigned, Kirk E. Gorman, Steve Filton and Bruce R. Gilbert hereby affirm that we are the persons named herein as attorneys-in-fact and that our original signatures are attached to this document.

/s/ Kirk E. Gorman  
Kirk E. Gorman

/s/ Steve Filton  
Steve Filton

/s/ Bruce R. Gilbert  
Bruce R. Gilbert

Signed and dated on this 9th day of August 2002.

COMMONWEALTH OF PENNSYLVANIA  
COUNTY OF MONTGOMERY

On this 9th day of August, in the year 2002, before me, Celeste A. Stellabott, personally appeared John H. Herrell, Kirk E. Gorman, Steve Filton and Bruce R. Gilbert.

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