

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

**FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

UNIVERSAL HEALTH SERVICES, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

23-2077891

(I.R.S. Employer
Identification No.)

Universal Corporate Center

367 South Gulph Road

King of Prussia, Pennsylvania

(Address of Principal Executive Offices)

19406

(Zip Code)

SECOND AMENDED AND RESTATED 2001 EMPLOYEES' RESTRICTED STOCK PURCHASE PLAN
(Full title of the plan)

ALAN B. MILLER

Chairman of the Board, President and Chief Executive Officer

UNIVERSAL HEALTH SERVICES, INC.

Universal Corporate Center

367 South Gulph Road

King of Prussia, Pennsylvania 19406

(Name and address of agent for service)

(610) 768-3300

(Telephone number, including area code, of agent for service)

Copies of all communications, including all communications sent to the agent for service, should be sent to:

WARREN J. NIMETZ, ESQ.

Fulbright & Jaworski L.L.P.

666 Fifth Avenue

New York, New York 10103

(212) 318-3000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Class B Common Stock, \$0.01 par value per share	600,000	\$33.96	\$20,376,000	\$800.78

- (1) Represents 600,000 shares that may be registered pursuant to the Second Amended and Restated 2001 Employees' Restricted Stock Purchase Plan. In addition, pursuant to Rule 416(a) under the Securities Act of 1933, this registration statement also covers any additional securities offered or issued in connection with any stock split, stock dividend or similar transaction pursuant to the anti-dilution provisions of the plan.
- (2) Estimated solely for the purpose of determining the registration fee in accordance with Rule 457(c) and (h) of the Securities Act on the basis of the average of the high and low sales prices of the registrant's Class B Common Stock on the New York Stock Exchange on December 16, 2008.
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Statement Regarding Registration of Additional Securities Pursuant to General Instruction E of Form S-8

Universal Health Services, Inc. (the "Company") has prepared this registration statement in accordance with the requirements of Form S-8 under the Securities Act of 1933, as amended (the "Securities Act"), to increase by 600,000 the number of shares of Class B Common Stock registered under the Second Amended and Restated 2001 Employees' Restricted Stock Purchase Plan.

This registration statement incorporates by reference the contents of the Company's Form S-8 registration statement, File No. 333-119143, filed with the Securities and Exchange Commission on September 21, 2004.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

- 4.1 Second Amended and Restated 2001 Employees' Restricted Stock Purchase Plan, previously filed as Exhibit 99.2 to the Company's Current Report on Form 8-K dated May 22, 2008, is incorporated herein by reference.
- 5.1 Opinion of Fulbright & Jaworski L.L.P.
- 23.1 Consent of PricewaterhouseCoopers LLP.
- 23.2 Consent of KPMG LLP.
- 23.3 Consent of Fulbright & Jaworski L.L.P. (included in Exhibit 5.1).
- 24.1 Power of Attorney (included in the signature page).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of King of Prussia, State of Pennsylvania, on the 23rd day of December, 2008.

UNIVERSAL HEALTH SERVICES, INC.

By: /s/ Alan B. Miller

Alan B. Miller
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Alan B. Miller and Steve Filton, or either of them, as his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

<u>Signatures</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Alan B. Miller</u> Alan B. Miller	Chairman of the Board, President, Chief Executive Officer and Director (Principal Executive Officer)	December 23, 2008
<u>/s/ Marc D. Miller</u> Marc D. Miller	Director	December 23, 2008
<u>/s/ Anthony Pantaleoni</u> Anthony Pantaleoni	Director	December 23, 2008
<u>/s/ Robert H. Hotz</u> Robert H. Hotz	Director	December 23, 2008
<u>/s/ John H. Herrell</u> John H. Herrell	Director	December 23, 2008
<u>/s/ John F. Williams, Jr., M.D.</u> John F. Williams, Jr., M.D.	Director	December 23, 2008
<u>/s/ Rick Santorum</u> Rick Santorum	Director	December 23, 2008
<u>/s/ Leatrice Ducat</u> Leatrice Ducat	Director	December 23, 2008
<u>/s/ Steve Filton</u> Steve Filton	Senior Vice President, Chief Financial Officer, Chief Accounting Officer and Secretary (Principal Financial Officer and Principal Accounting Officer)	December 23, 2008

INDEX TO EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>
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5.1	Opinion of Fulbright & Jaworski L.L.P.
23.1	Consent of PricewaterhouseCoopers LLP.
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23.3	Consent of Fulbright & Jaworski L.L.P. (included in Exhibit 5.1).
24.1	Power of Attorney (included in the signature page).

[Letterhead of Fulbright & Jaworski L.L.P.]

December 23, 2008

Universal Health Services, Inc.
367 South Gulph Road
King of Prussia, Pennsylvania 19406

Re: Universal Health Services, Inc.

Dear Sirs:

We refer to the Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Act"), on behalf of Universal Health Services, Inc. (the "Company"), relating to the 600,000 additional shares of Class B Common Stock of the Company (the "Shares") to be issued under the Company's Second Amended and Restated 2001 Employees' Restricted Stock Purchase Plan (the "Plan").

As counsel for the Company, we have examined the Plan and such corporate records, other documents, and such questions of law as we have considered necessary or appropriate for the purposes of this opinion and, upon the basis of such examination, advise you that in our opinion, all necessary corporate proceedings by the Company have been duly taken to authorize the issuance of the Shares pursuant to the Plan and that the Shares being registered pursuant to the Registration Statement, when issued under the Plan in accordance with its terms, will be duly authorized, validly issued, fully paid and nonassessable.

We hereby consent to the use of this opinion as a part of the Registration Statement. This consent is not to be construed as an admission that we are a person whose consent is required to be filed with the Registration Statement under the provisions of the Act.

Very truly yours,

/s/ Fulbright & Jaworski L.L.P.
Fulbright & Jaworski L.L.P.

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Universal Health Services, Inc.:

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 28, 2008 relating to the financial statements, financial statement schedule, and the effectiveness of internal control over financial reporting, which appears in Universal Health Services, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2007.

/s/ PricewaterhouseCoopers LLP
Philadelphia, PA
December 23, 2008

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Universal Health Services, Inc.:

We consent to the incorporation by reference in the Registration Statement on Form S-8 of our report dated February 28, 2007 with respect to the consolidated balance sheet of Universal Health Services, Inc. and subsidiaries as of December 31, 2006, and the related consolidated statements of income, common stockholders' equity and cash flows for each of the years in the two-year period then ended, and the related financial statement schedule.

Our report contains an explanatory paragraph that states that Universal Health Services, Inc. adopted Statement of Financial Accounting Standards No. 123(R), *Share Based Payment*, and related interpretations on January 1, 2006 and also adopted Statement of Financial Accounting Standards No. 158, *Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans* as of December 31, 2006.

/s/ KPMG LLP

Philadelphia, Pennsylvania

December 23, 2008