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FORM 8-K  
CURRENT REPORT

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

UNIVERSAL HEALTH SERVICES, INC.

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(Exact name of registrant as specified in its charter)

DELAWARE

1-10765

23-2077891

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(State or other jurisdiction of  
Incorporation or Organization)

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(Commission  
file number)

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

UNIVERSAL CORPORATE CENTER  
367 SOUTH GULPH ROAD  
KING OF PRUSSIA, PENNSYLVANIA 19406

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(Address of principal executive office) (Zip Code)

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

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ITEM 4. CHANGES IN REGISTRANT'S CERTIFYING ACCOUNTANT

On June 18, 2002, Universal Health Services, Inc. (the "Company") informed its independent accountants, Arthur Andersen LLP ("Andersen"), that they would be dismissed effective as of June 18, 2002.

The reports of Andersen on the Company's financial statements for the years ended December 31, 2001 and 2000, did not contain an adverse opinion or a disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principles. During its audits for the fiscal year ended December 31, 2001 and 2000, and for the subsequent interim period through the date of this Form 8-K, (i) there were no disagreements with Andersen on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure, which disagreements, if not resolved to Andersen's satisfaction, would have caused Andersen to make reference to the subject matter of such disagreements in their reports, and (ii) there have been no reportable events as defined in Item 304 (a) (1) (v) of Regulation S-K.

The Company's Board of Directors, upon the recommendation of the Audit Committee, authorized the dismissal of Andersen and appointment of KPMG LLP. The Company has retained KPMG LLP as its independent accountants, effective June 18, 2002.

Pursuant to Item 304 (a) (3) of Regulation S-K, the Company has requested Andersen to furnish it a letter addressed to the Securities and Exchange Commission stating whether it agrees with the above statements. A copy of that letter is filed as an Exhibit to this Form 8-K.

During the Company's two most recent fiscal years, and for the subsequent interim period through the date of this Form 8-K, neither the Company nor anyone acting on behalf of the Company consulted with KPMG LLP regarding any of the items described in Item 304 (a) (2) of Regulation S-K.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS

Exhibit

16.1 Letter from Andersen to the Securities and Exchange Commission dated June 18, 2002.

Signatures

Pursuant to the requirements of the Securities and 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: June 18, 2002

By: /s/ Kirk E. Gorman

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Kirk E. Gorman  
Senior Vice President and  
Chief Financial Officer

ARTHUR ANDERSEN LETTERHEAD

Office of the Chief Accountant  
Securities and Exchange Commission  
450 Fifth Street, NW  
Washington, DC 20549

June 18, 2002

Dear Sir/Madam:

We have read the first four paragraphs of Item 4 included in the Form 8-K date June 18, 2002 of Universal Health Services, Inc. to be filed with the Securities and Exchange Commission and are in agreement with the statements contained therein.

Very truly yours,

/S/ ARTHUR ANDERSEN LLP

cc: Mr. Kirk E. Gorman, Senior Vice President and Chief Financial Officer  
Universal Health Services, Inc.