

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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* <u>Gross Kevin J</u>  (Last) (First) (Middle) 367 SOUTH GULPH ROAD  (Street) KING OF PRUSSIA PA 19406  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>UNIVERSAL HEALTH SERVICES INC [ UHS ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Senior Vice President
	3. Date of Earliest Transaction (Month/Day/Year) 09/11/2006	
	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			

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	\$58.52	09/11/2006		A <sup>(1)</sup>		35,000			(2)	09/11/2011	Class B Common Stock	35,000	\$0.00	35,000	D	

Explanation of Responses:

- Option granted to purchase shares of Class B Common Stock under the Company's 2005 Stock Incentive Plan.
- The option will vest in four equal annual installments beginning on September 11, 2007.

Steve Filton, Attorney in Fact

09/13/2006

\*\* 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.

EXHIBIT 24  
POWER OF ATTORNEY

I, Kevin J. Gross, do hereby designate Steve Filton, Charles F. Boyle and Bruce R. Gilbert to act as my lawful attorneys-in-fact to execute and have delivered on my  
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/ Kevin J. Gross

Signed and dated on this 22nd day of February 2006.

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                   &nbs  
p;                                   /s/ Charles F. Boyle

/s/ Bruce R. Gilbert

Signed and dated on this 22nd day of February 2006.

COMMONWEALTH OF PENNSYLVANIA  
COUNTY OF MONTGOMERY

On this 22nd day of February, in the year 2006, before me, Celeste A. Stellabott, personally appeared Kevin J. Gross, Steve Filton, Charles F. Boyle and Bruce R. Gi

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