

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 2)

Universal Helath Services Inc.
(Name of Issuer)

Common Stock, Class B
(Title of Class of Securities)

913903100
(CUSIP Number)

December 31, 1999
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes)

CUSIP No. 913903100 13G

1.
NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Firstar Corporation
39-1940778

2.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)

3.
SEC USE ONLY

4.
CITIZENSHIP OR PLACE OF ORGANIZATION

Wisconsin

NUMBER OF :5. SOLE VOTING POWER
SHARES : 7,698
BENEFICIALLY OWNED BY EACH :6. SHARED VOTING POWER
REPORTING PERSON WITH : 0

:7. SOLE DISPOSITIVE POWER
: 5,518

:8. SHARED DISPOSITIVE POWER
: 0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,698

10.
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0%

12.
TYPE OF REPORTING PERSON*

HC

- Item 1(a). Name of Issuer:
Universal Helath Services Inc.
- Item 1(b). Address of Issuer's Principal Executive Offices:
367 S. Gulph Road
King of Prussia, PA 19406
- Item 2(a). Name of Persons Filing:
Firststar Corporation
- Item 2(b). Address of Principal Business Office or, if none, Residence:
Firststar Corporation
777 E Wisconsin Avenue
Milwaukee, WI 53202
- Item 2(c). Citizenship:
Firststar Corporation : Wisconsin
- Item 2(d). Title and Class of Securities:
Common Stock, Class B
- Item 2(e). CUSIP Number
913903100
- Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:
- (a) Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 78o).
 - (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c)
 - (c) Insurance Company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
 - (d) Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
 - (e) An investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E).
 - (f) An employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F).
 - (g) A parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G).
 - (h) A savings association as defined in Section 13(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
 - (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
 - (j) A group, in accordance with Section 240.13d-1(b)(1)(ii)(J).
- Item 4. Ownership:
- (a) Amount beneficially owned: 7,698
 - (b) Percent of class: 0%
 - (c)(i) Sole power to vote or to direct the vote: 7,698
 - (c)(ii) Shared power to vote or to direct the vote: 0
 - (c)(iii) Sole power to dispose or to direct the disposition: 5,518
 - (c)(iv) Shared power to dispose or to direct the disposition: 0
- Item 5. Ownership of Five Percent or Less of a Class:
As of December 31, 1999, Firststar Corporation beneficially owned less than 5% of the outstanding shares of the Issuer.
- Item 6. Ownership of More Than Five Percent on Behalf of Another Person:
Other persons may have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, shares beneficially owned by the filing person.
- Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:
See Exhibit A
- Item 8. Identification and Classification of Members of the Group:
Inapplicable
- Item 9. Notice of Dissolution of Group:
Inapplicable
- Item 10. Certification:
By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection

with or as a participant in any transaction having that purpose or effect.

Signature:

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

FIRSTAR CORPORATION

By: /s/Jennie Carlson
Executive Vice President
Dated February 14, 2000

EXHIBIT A

IDENTIFICATION OF SUBSIDIARY(IES)

ITEM 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:

Firststar Bank, National Association BK

Mercantile Trust Company, N.A. BK