

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <b>MILLER ALAN B</b> <hr/> (Last) (First) (Middle) <b>UNIVERSAL HEALTH SERVICES, INC.</b> <b>367 SOUTH GULPH ROAD</b> <hr/> (Street) <b>KING OF PRUSSIA PA 19406</b> <hr/> (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 <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chairman and CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>03/09/2010</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	03/09/2010		S		50,000	D	\$32.8154 <sup>(1)</sup>	381,574	D	
Class B Common Stock	03/09/2010		G	V	40,000	D	\$0	341,574	D	
Class B Common Stock	03/09/2010		S		25,000	D	\$32.827 <sup>(2)</sup>	4,114	I	By The Abby Miller King 2008 GRAT
Class B Common Stock	03/09/2010		S		25,000	D	\$32.2882 <sup>(3)</sup>	4,114	I	By The Marc Daniel Miller 2008 GRAT
Class B Common Stock	03/09/2010		S		25,000	D	\$32.827 <sup>(4)</sup>	4,114	I	By The Marni Spencer 2008 GRAT
Class B Common Stock	03/10/2010		M		60,000	A	\$24.425	401,574	D	
Class B Common Stock	03/10/2010		F		50,963	D	\$32.54	350,611	D	
Class B Common Stock	03/10/2010		J <sup>(5)</sup>		42,000	D	\$0	308,611	D	
Class B Common Stock	03/10/2010		J <sup>(5)</sup>		42,000	A	\$0	42,000	I	By The Abby Miller King 2010 GRAT
Class B Common Stock	03/10/2010		J <sup>(5)</sup>		42,000	D	\$0	266,611	D	
Class B Common Stock	03/10/2010		J <sup>(5)</sup>		42,000	A	\$0	42,000	I	By The Marc Daniel Miller 2010 GRAT
Class B Common Stock	03/10/2010		J <sup>(5)</sup>		42,000	D	\$0	224,611	D	

**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	03/10/2010		J	(5)	42,000	A	\$0	42,000	I	By The Marni Spencer 2010 GRAT
Class B Common Stock								80,000	I	By The Abby Miller King 2009 GRAT
Class B Common Stock								80,000	I	By The Marc Daniel Miller 2009 GRAT
Class B Common Stock								80,000	I	By The Marni Spencer 2009 GRAT

**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
Option To Purchase Class B Common Stock	\$24.425	03/10/2010		M			60,000	(6)	03/14/2010	Class B Common Stock	60,000	\$0	0	D	

**Explanation of Responses:**

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.5400 to \$32.9800, inclusive. The reporting person undertakes to provide to Universal Health Services, Inc. (the "Company"), any stockholder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes 1, 2, 3 and 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.5600 to \$32.9800, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.5500 to \$32.9800, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.5500 to \$32.9800, inclusive.
- On March 10, 2010, Mr. Alan B. Miller transferred 42,000 shares of Class B Common Stock to each of The Marc Daniel Miller 2010 GRAT, The Marni Spencer 2010 GRAT and The Abby Miller King 2010 GRAT. These shares were previously directly held by Mr. Alan B. Miller and the transfer resulted in a change of beneficial ownership from direct to indirect. Mr. Miller's pecuniary interest in these shares is unchanged.
- The option vested ratably on each of 3/15/2006, 3/15/2007, 3/15/2008 and 3/15/2009.

/s/ Alan B. Miller

03/10/2010

\*\* 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.

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