

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 | |
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|--|---|---|
| 1. Name and Address of Reporting Person* <u>MILLER ALAN B</u> (Last) (First) (Middle) UNIVERSAL HEALTH SERVICES, INC. 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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman, President and CEO</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>11/01/2007</u> | |
| | | 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Class B Common Stock | 11/01/2007 | | J ⁽¹⁾ | V | 117,468 | A | (1) | 370,267 | D | |
| Class B Common Stock | 11/01/2007 | | J ⁽¹⁾ | V | 7,073 | A | (1) | 7,073 | I | By Spouse |
| Class B Common Stock | 11/01/2007 | | J ⁽¹⁾ | V | 124,541 | D | (1) | 0 ⁽²⁾ | I | By MMA Family, LLC |
| Class B Common Stock | | | | | | | | 22,840 | I | By The Abby Miller King 2006 Grat |
| Class B Common Stock | | | | | | | | 23,000 ⁽³⁾ | I | By Alan Miller Family Foundation |
| Class B Common Stock | | | | | | | | 22,840 | I | By The Marni Spencer 2006 Grat |
| Class B Common Stock | | | | | | | | 22,840 | I | By The Marc D. Miller 2006 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 | | | | | |

Explanation of Responses:

1. On November 1, 2007, MMA Family, LLC (the "LLC") made a pro rata distribution of (i) 7,073 shares of UHS Class B Common Stock to Jill S. Miller, Mr. Miller's spouse, as an LLC member, and (ii) an aggregate of 117,468 shares of UHS Class B Common Stock to the other LLC members, The Marni Spencer 2005 GRAT, The Abby Miller King 2005 GRAT and The Marc Daniel Miller 2005 GRAT (together, the "GRATs"). The GRATs in turn distributed the 117,468 shares of UHS Class B Common Stock directly to Mr. Miller pursuant to the terms of the GRATs. These shares were previously indirectly held by Mr. Miller through the LLC and the GRATs' transfers resulted in a change in Mr. Miller's beneficial ownership from indirect to direct.

2. On November 1, 2007, Mr. Miller resigned as special manager of the LLC. As a result, he does not beneficially own any remaining shares of UHS Class B Common Stock that are held by the LLC.

3. Mr. Miller disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that Mr. Miller is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

/s/ Alan B. Miller

11/05/2007

** 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.