

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Schedule 13D\*\*

Under the Securities Exchange Act of 1934  
(Amendment No. 10)\*

Universal Health Services, Inc.  
(Name of Issuer)

Class B Common Stock, Par Value \$0.01 per Share  
(Title of Class of Securities)

913903100  
(Cusip Number)

W. Robert Cotham  
201 Main Street, Suite 2600  
Fort Worth, Texas 76102  
(817) 390-8400

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

March 9, 1994  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on  
Schedule 13G to report the acquisition which is the subject of this  
Schedule 13D, and is filing this schedule because of Rule  
13d-1(b)(3) or (4), check the following box [ ].

Check the following box if a fee is being paid with the statement  
[ ].

\*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 disclosures provided in a  
prior cover page.

The information required on 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).

\*\*The total number of shares reported herein is 670,500 shares,  
which constitutes approximately 5.5% of the 12,107,376 shares that  
the Issuer reported to be outstanding in its most recent quarterly  
or annual report filed with the Securities and Exchange Commission  
pursuant to the Act.

1. Name of Reporting Person:

The Bass Management Trust

2. Check the Appropriate Box if a Member of a Group:

(a) / /

(b) / X /

3. SEC Use Only

4. Source of Funds: 00 - Trust Funds

5. Check box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

/ /

6. Citizenship or Place of Organization: Texas

7. Sole Voting Power: 375,300(1)

Number of Shares

Beneficially Owned By Each Reporting Person With

Owned By Each

Reporting Person

With

8. Shared Voting Power: -0-

9. Sole Dispositive Power: 375,300(1)

10. Shared Dispositive Power: -0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

375,300

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares:

/ /

13. Percent of Class Represented by Amount in Row (11): 3.1%

14. Type of Reporting Person: 00 - Trust

(1) Power is exercised through its sole trustee, Perry R. Bass.



1. Name of Reporting Person:

Perry R. Bass

2. Check the Appropriate Box if a Member of a Group:

(a) / /

(b) / X /

3. SEC Use Only

4. Source of Funds: Not Applicable

5. Check box if Disclosure of Legal Proceedings is  
Required Pursuant to Items 2(d) or 2(e):

/ /

6. Citizenship or Place of Organization: USA

7. Sole Voting Power: 375,300(1)

Number of  
Shares  
Beneficially  
Owned By  
Each  
Reporting  
Person  
With

8. Shared Voting Power: -0-

9. Sole Dispositive Power: 375,300(1)

10. Shared Dispositive Power: -0-

11. Aggregate Amount Beneficially Owned by Each Reporting  
Person:

375,300(1)

12. Check Box if the Aggregate Amount in Row (11) Excludes  
Certain Shares:

/ /

13. Percent of Class Represented by Amount in Row (11): 3.1%

14. Type of Reporting Person: IN

- - - - -  
(1) Solely in his capacities as sole trustee and as one of two  
trustors of The Bass Management Trust.



1. Name of Reporting Person:

Nancy L. Bass

2. Check the Appropriate Box if a Member of a Group:

(a) / /

(b) / X /

3. SEC Use Only

4. Source of Funds: Not Applicable

5. Check box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

/ /

6. Citizenship or Place of Organization: USA

7. Sole Voting Power: -0-

Number of Shares

8. Shared Voting Power: -0-

Beneficially Owned By

Each

9. Sole Dispositive Power: -0-

Reporting Person

With

10. Shared Dispositive Power: -0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

375,300(1)

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares:

/ /

13. Percent of Class Represented by Amount in Row (11): 3.1%

14. Type of Reporting Person: IN

- - - - -

(1) Solely in her capacity as one of two trustors of The Bass Management Trust.



1. Name of Reporting Person:

Sid R. Bass Management Trust

2. Check the Appropriate Box if a Member of a Group:

(a) / /

(b) / X /

3. SEC Use Only

4. Source of Funds: 00 - Trust Funds

5. Check box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

/ /

6. Citizenship or Place of Organization: Texas

7. Sole Voting Power: 295,200 (1)

Number of Shares

Beneficially Owned By Each

Owned By Each

Reporting Person With 9. Sole Dispositive Power: 295,200 (1)

Person With

10. Shared Dispositive Power: -0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

295,200 (1)

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares:

/ /

13. Percent of Class Represented by Amount in Row (11): 2.4%

14. Type of Reporting Person: 00 - Trust

- - - - -

(1) Power is exercised through one of its Trustees and its sole Trustor, Sid R. Bass.





1. Name of Reporting Person:

Sid R. Bass

2. Check the Appropriate Box if a Member of a Group:

(a) / /

(b) / X /

3. SEC Use Only

4. Source of Funds: Not Applicable

5. Check box if Disclosure of Legal Proceedings is  
Required Pursuant to Items 2(d) or 2(e):

/ /

6. Citizenship or Place of Organization: Sid R. Bass is a  
citizen of the United States of America

7. Sole Voting Power: 295,200 (1)

Number of  
Shares

Beneficially

Owned By

Each

Reporting

Person

With

8. Shared Voting Power: -0-

9. Sole Dispositive Power: 295,200 (1)

10. Shared Dispositive Power: -0-

11. Aggregate Amount Beneficially Owned by Each Reporting  
Person:

295,200 (1)

12. Check Box if the Aggregate Amount in Row (11) Excludes  
Certain Shares:

/ /

13. Percent of Class Represented by Amount in Row (11): 2.4%

14. Type of Reporting Person: IN

- - - - -

(1) Solely in his capacity as a Trustee of the Sid R. Bass  
Management Trust and by virtue of his ability to revoke same.



Pursuant to Rule 13d-2(a) of Regulation 13D-G of the General Rules and Regulations under the Securities Exchange Act of 1934, as amended (the "Act"), the undersigned hereby amend their Schedule 13D Statement dated October 31, 1991, as amended by Amendment No. 1 dated November 13, 1991, Amendment No. 2 dated January 24, 1992, Amendment No. 3 dated July 13, 1992, Amendment No. 4 dated October 5, 1992, Amendment No. 5 dated October 16, 1992, Amendment No. 6 dated December 1, 1992, Amendment No. 7 dated June 11, 1993, Amendment No. 8 dated November 29, 1993, and Amendment No. 9 dated December 15, 1993 (the "Schedule 13D"), relating to the Class B Common Stock, par value \$0.01 per share of Universal Health Services, Inc. Unless otherwise indicated, all defined terms used herein shall have the same meanings ascribed to them in the Schedule 13D.

Item 1. SECURITY AND ISSUER.

No material change

Item 2. IDENTITY AND BACKGROUND.

No material change

Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Item 3 hereby is amended in its entirety to read as follows:

The source and amount of the funds used or to be used by the Reporting Persons to purchase shares of the Stock are as follows:

REPORTING PERSON	SOURCE OF FUNDS	AMOUNT OF FUNDS
BMT	Trust Funds(1)	\$29,047,938.66(2)
PRB	Not Applicable	Not Applicable
NLB	Not Applicable	Not Applicable
SRBMT	Trust Funds (1)	\$ 5,415,211.02
SRB	Not Applicable	Not Applicable

(1) As used herein, the term "Trust Funds" includes income from the various investments of the trust plus sums borrowed from banks and brokerage firm margin accounts for general purposes. None of the funds reported herein as "Trust Funds" were borrowed or otherwise obtained for the specific purpose of acquiring, handling, trading or voting the Stock.

(2) This figure represents the total amount expended by BMT for all purchases of shares of the Stock, without subtracting sales. Therefore, such figure does not accurately reflect BMT's current net investment in shares of the Stock. BMT has recouped through sales its entire investment in shares of the Stock.

Item 4. PURPOSE OF TRANSACTION.

No material change

Item 5. INTEREST IN SECURITIES OF THE ISSUER.

Paragraphs (a)-(c) of Item hereby are amended in their entireties, to read as follows:

(a)

BMT

The aggregate number of shares of the Stock that BMT owns beneficially, pursuant to Rule 13d-3 of the Act, is 375,300, which constitutes approximately 3.1% of the outstanding shares of the Stock.

PRB

Because of his positions as Trustee and a Trustor of BMT, PRB may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 375,300 shares of the Stock, which constitutes approximately 3.1% of the outstanding shares of the Stock.

NLB

Because of her position as a Trustor of BMT, NLB may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 375,300 shares of the Stock, which constitutes approximately 3.1% of the outstanding shares of the Stock.

SRBMT

The aggregate number of shares of the Stock that SRBMT owns beneficially, pursuant to Rule 13d-3 of the Act, is 295,200, which constitutes approximately 2.4% of the outstanding shares of the Stock.

SRB

Because of his position as a Trustee of SRBMT and by virtue of his power to revoke same, SRB may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 295,200 shares of the Stock, which constitutes approximately 2.4% of the outstanding shares of the Stock.

To the best of the knowledge of each of the Reporting Persons, other than is set forth above, none of the persons named in Item 2 herein is the beneficial owner of any shares of the Stock.

(b)

BMT

Acting through its Trustee, BMT has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 375,300 shares of the Stock.

PRB

In his capacity as Trustee of BMT, PRB has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 375,300 shares of the Stock.

NLB

NLB has no power to vote or to direct the vote or to dispose or to direct the disposition of any shares of the Stock.

SRBMT

Acting through SRB, one of its Trustees, SRBMT has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 295,200 shares of the Stock.

SRB

As a Trustee and Trustor of SRBMT, SRB has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 295,200 shares of the Stock.

(c) During the past 60 days, the Reporting Persons have purchased and sold shares of the Stock in open market transactions on the New York Stock Exchange, as follows:

REPORTING PERSON	DATE	NO. OF SHARES PURCHASED(P) OR SOLD(S)	PRICE PER SHARE
SRBMT	01/10/94	1,000 (P)	\$ 20.15
SRBMT	01/19/94	6,600 (P)	19.79
SRBMT	01/20/94	7,000 (P)	20.39
SRBMT	01/21/94	2,000 (P)	21.06
SRBMT	01/27/94	2,000 (P)	21.53
SRBMT	01/28/94	5,000 (P)	21.80
BMT	01/28/94	65,232 (S)	21.69
SRBMT	01/31/94	6,000 (P)	22.11
SRBMT	02/02/94	2,000 (P)	22.59
SRBMT	02/03/94	5,900 (P)	21.56
SRBMT	02/04/94	3,000 (P)	22.49
BMT	02/04/94	25,000 (S)	22.44
SRBMT	02/09/94	3,000 (P)	20.69
SRBMT	02/10/94	7,000 (P)	21.30
SRBMT	02/11/94	5,000 (P)	22.18
SRBMT	02/15/94	3,000 (P)	23.80

SRBMT	02/18/94	2,000 (P)	23.59
SRBMT	02/23/94	4,500 (P)	22.89
SRBMT	02/25/94	2,000 (P)	23.44
SRBMT	02/28/94	11,000 (P)	24.67
BMT	02/28/94	27,200 (S)	25.19
BMT	03/01/94	15,000 (S)	25.19
SRBMT	03/02/94	1,000 (P)	23.90
SRBMT	03/04/94	4,000 (P)	23.81
SRBMT	03/07/94	4,000 (P)	25.41
BMT	03/07/94	25,000 (S)	25.69
BMT	03/07/94	5,000 (S)	25.69
SRBMT	03/08/94	2,000 (P)	26.06
BMT	03/08/94	40,200 (S)	25.60
BMT	03/09/94	62,500 (S)	25.84
BMT	03/10/94	95,000 (S)	26.13

Except as set forth in this paragraph (c), to the best of the knowledge of each of the Reporting Persons, none of the persons named in response to paragraph (a) has effected any transactions in shares of the Stock during the past 60 days.

(d) - (e) No material change

Item 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

No material change.

Item 7. MATERIAL TO BE FILED AS EXHIBITS.

Exhibit 99.1 -- Agreement pursuant to Rule 13d-1(f)(1)(iii), filed herewith.



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.

DATED: March 10, 1994

/s/ W. R. Cotham  
W. R. Cotham,  
Attorney-in-Fact for:

THE BASS MANAGEMENT TRUST (1)  
PERRY R. BASS (2)  
NANCY L. BASS (3)  
SID R. BASS MANAGEMENT  
TRUST (4)  
SID R. BASS (5)

- (1) A Power of Attorney authorizing W. R. Cotham, et al., to act on behalf of The Bass Management Trust previously has been filed with the Securities and Exchange Commission.
- (2) A Power of Attorney authorizing W. R. Cotham, et al., to act on behalf of Perry R. Bass previously has been filed with the Securities and Exchange Commission.
- (3) A Power of Attorney authorizing W. R. Cotham, et al., to act on behalf of Nancy L. Bass previously has been filed with the Securities and Exchange Commission.
- (4) A Power of Attorney authorizing W. R. Cotham, et al., to act on behalf of Sid R. Bass Management Trust previously has been filed with the Securities and Exchange Commission.
- (5) A Power of Attorney authorizing W. R. Cotham, et al., to act on behalf of Sid R. Bass previously has been filed with the Securities and Exchange Commission.





EXHIBIT INDEX

EXHIBIT

DESCRIPTION

99.1

Agreement pursuant to Rule  
13d-1(f)(1)(iii), filed herewith

Pursuant to Rule 13d-1(f)(1)(iii) of Regulation 13D-G of the General Rules and Regulations of the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, the undersigned agrees that the statement to which this Exhibit is attached is filed on behalf of each of them in the capacities set forth below.

/s/ W. R. Cotham  
W. R. Cotham,  
Attorney-in-Fact for:

THE BASS MANAGEMENT TRUST (1)  
PERRY R. BASS (2)  
NANCY L. BASS (3)  
SID R. BASS MANAGEMENT  
TRUST (4)  
SID R. BASS (5)

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