

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 3, 2001

UNIVERSAL HEALTH SERVICES, INC.

(Exact name of registrant as specified in its charter)

Delaware

1-10765

23-2077891

(State or other jurisdiction
of incorporation)

(Commission File
Number)

(IRS Employer
Identification No.)

Universal Corporate Center
367 South Gulph Road

King of Prussia, Pennsylvania

19406

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (610) 768-3300

Not applicable.

(Former name or former address, if changed since last report)

Item 5. Other Events.

Pursuant to the Indenture, dated as of June 23, 2000, by and between the Universal Health Services, Inc., a Delaware corporation (the "Company") and Bank One Trust Company, N.A., as trustee (the "Trustee"), relating to the Company's Convertible Debentures Due 2020 (the "Debentures"), the notice attached hereto as Exhibit 20.1, which is hereby incorporated by reference herein, is being distributed, on or about the date hereof, to the Trustee and all holders of the Debentures.

Item 7. Financial Statements and Exhibits.

(c) Exhibits:

- 3.1 Certificate of Amendment of Restated Certificate of Incorporation, dated May 23, 2001.
- 20.1 Notice to Bank One Trust Company, N.A., as Trustee, and the Holders of the Convertible Debentures Due 2020 of Universal Health Services, Inc.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

UNIVERSAL HEALTH SERVICES, INC.

By: /s/ Kirk E. Gorman

Name: Kirk E. Gorman
Title: Senior Vice President, Treasurer
and Chief Financial Officer

Date: July 3, 2001

EXHIBIT INDEX

Exhibit No. -----	Exhibit -----
3.1	Certificate of Amendment of Restated Certificate of Incorporation, dated May 23, 2001.
20.1	Notice to Bank One Trust Company, N.A., as Trustee, and the Holders of the Convertible Debentures Due 2020 of Universal Health Services, Inc.

CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION OF
UNIVERSAL HEALTH SERVICES, INC.

Universal Health Services, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Company"), does hereby certify:

FIRST: That at a meeting held on March 21, 2001, the Board of Directors of the Company adopted a resolution proposing and declaring advisable the following amendment to the Restated Certificate of Incorporation of said corporation:

RESOLVED, that the Restated Certificate of Incorporation be amended by revising Article Fourth, Paragraph 1, to read in full as follows:

FOURTH: The total number of shares of all classes of common stock which the Company shall have authority to issue is 168,200,000 shares, consisting of 12,000,000 shares of Class A Common Stock, par value of \$.01 per share (the "Class A Common Stock"), 150,000,000 shares of Class B Common Stock, par value of \$.01 per share (the "Class B Common Stock"), 1,200,000 shares of Class C Common Stock, par value of \$.01 per share (the "Class C Common Stock") and 5,000,000 shares of Class D Common Stock, par value of \$.01 per share (the "Class D Common Stock"). As used in this Restated Certificate of Incorporation the term "Common Stock" means collectively the Class A, Class B, Class C and Class D Common Stock."

SECOND: That thereafter, pursuant to a vote taken at the Annual Meeting of the Stockholders of the Company, voting as a single class, and a majority of the outstanding shares of Class B Common Stock, voting as a class, held on May 23, 2001, a majority of the common stock votes of the Company ratified the amendment referenced herein.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provision of Sections 211 and 242 of the General Corporation Law of Delaware, as amended.

FOURTH: That the capital of said corporation will not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, Universal Health Services, Inc. has caused its corporate seal to be hereunto affixed and this certificate to be signed by Alan B. Miller, Chairman, President and Chief Executive Officer, and Steve Filton, its Vice President and Secretary, this 23rd day of May, 2001.

By: /s/ Alan B. Miller

Alan B. Miller, Chairman, President
and Chief Executive Officer

CORPORATE SEAL

ATTEST:

By: /s/ Steve Filton

Steve Filton
Vice President and Secretary

July 3, 2001

IMPORTANT NOTICE TO
BANK ONE TRUST COMPANY, N.A., AS TRUSTEE,
AND THE HOLDERS OF THE
CONVERTIBLE DEBENTURES DUE 2020 OF
UNIVERSAL HEALTH SERVICES, INC.

This notice is delivered to you pursuant to the Indenture, dated as of June 23, 2000, by and between Universal Health Services, Inc. (the "Company") and Bank One Trust Company, N.A., as Trustee, relating to the Company's Convertible Debentures Due 2020 (the "Debentures"). At the Company's Annual Meeting of Stockholders on May 23, 2001, the stockholders of the Company approved an amendment to the Company's Restated Certificate of Incorporation to increase the number of shares of class B common stock, par value \$.01 per share (the "Class B Common Stock"), that the Company is authorized to issue, from 75,000,000 shares to 150,000,000 shares.

In addition, on June 1, 2001, the Company effected a 2 for 1 stock split (the "Stock Split") in the form of a 100% dividend on all classes of its common stock, including the Class B Common Stock. Accordingly, the number of shares of Class B Common Stock issuable upon conversion of a Debenture has been adjusted. Prior to the Stock Split, each Debenture was convertible into 5.6024 shares of Class B Common Stock. From and after June 1, 2001, the effective date of the Stock Split, each Debenture may be converted into 11.2048 shares of Class B Common Stock.

Very truly yours,

Kirk E. Gorman
Senior Vice President, Treasurer and
Chief Financial Officer