

Washington, D.C. 20549

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(I) of the Investment Company Act of 1940

[] Check box if no longer
 subject to Section 16.
 Form 4 or Form 5
 obligations may continue.
 See Instructions 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Herrell,	John	H.	Universal Health Services, Inc "UHS"		X Director ___ 10% Owner	
(Last)	(First)	(Middle)	3. IRS Identification		___ Officer (give title below) ___ Other (specify below)	
1021 10th Street, S.W.			Number of Reporting Person, If an entity (Voluntary)		08-2002	
(Street)			4. Statement for (Month/Year)		5. If Amendment, Date of Original Month/Year	
Rochester,			MN		55902	
(City)	(State)	(Zip)	7. Individual or Joint/Group Filing (Check Applicable Line)		X Form filed by One Reporting Person	
			___ 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. Trans-action Date (Month/Day/Year)	3. Trans-action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Owner-Ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount			
Common B	08-23-2002	S			700	D	\$46.60	D
Common B	08-23-2002	S			4,100	D	\$46.56	2,000 D

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)

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)	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 Underlying Securities (Instr. 3 and 4)	
				(A)	(D)	Exercisable Date	Expiration Date	Title	Amount or Number of Shares

8. Price of Derivative (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at end of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 7811(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see instruction 8 for procedure.

/s/ John H. Herrell 08/26/2002

**Signature of Reporting Person: Date

Potential persons who are to respond to the collection of information contained in this form are noted required to respond unless the forms displays a currently valid OMB Number.