

| OMB APPROVAL | |
|--|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

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

| | | |
|--|---|--|
| 1. Name and Address of Reporting Person* <u>MILLER ALAN B</u> <hr/> (Last) (First) (Middle) UNIVERSAL HEALTH SERVICES, INC. 367 SOUTH GULPH ROAD <hr/> (Street) KING OF PRUSSIA PA 19406 <hr/> (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) <input type="checkbox"/> Other (specify below) <p style="text-align: center;">Chairman and CEO</p> |
| | 3. Date of Earliest Transaction (Month/Day/Year) 03/04/2020 | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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 | 03/04/2020 | | M | | 190,000 | A | \$132.08 | 1,345,951 | D | |
| Class B Common Stock | 03/04/2020 | | F | | 177,763 | D | \$132.08 | 1,168,188 | D | |
| Class B Common Stock | | | | | | | | 20,977 | I | AMK 2014 LLC as held by The Abby Miller King 2018 GRAT |
| Class B Common Stock | | | | | | | | 62,275 | I | AMK 2014 LLC as held by The Abby Miller King 2019 GRAT |
| Class B Common Stock | | | | | | | | 16,748 | I | AMK 2014 LLC held by The Abby Danielle Miller 2002 Trust |
| Class B Common Stock | | | | | | | | 55,763 | I | By The Abby Miller King 2011 Family Trust |
| Class B Common Stock | | | | | | | | 74,660 | I | MDM 2014 LLC as held by The Marc Daniel Miller 2018 GRAT |
| Class B Common Stock | | | | | | | | 101,333 | I | MDM 2014 LLC as held by the Marc Daniel Miller 2019 GRAT |
| Class B Common Stock | | | | | | | | 24,007 | I | MDM 2014 LLC held by The Marc Daniel Miller 2002 Trust |

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 | | | | | | | | 20,977 | I | MS 2014 LLC as held by The Marni Spencer 2018 GRAT |
| Class B Common Stock | | | | | | | | 62,275 | I | MS 2014 LLC as held by The Marni Spencer 2019 GRAT |
| Class B Common Stock | | | | | | | | 16,748 | I | MS 2014 LLC held by The Marni Spencer 2002 Trust |
| Class B Common Stock | | | | | | | | 9,810 | I | The Alan and Jill Miller Foundation ⁽¹⁾ |
| Class B Common Stock | | | | | | | | 59,900 | I | The Marc Daniel Miller 2011 Family Trust |
| Class B Common Stock | | | | | | | | 55,763 | I | The Marni Spencer 2011 Family Trust |

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 | \$117.29 | 03/04/2020 | | M | | | 190,000 | (2) | 03/17/2020 | Class B Common Stock | 190,000 | \$0 | 400,000 | D | |

Explanation of Responses:

- 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 these securities for purposes of Section 16 or for any other purpose.
- Option vested ratably on each of 3/18/2016, 3/18/2017, 3/18/2018 and 3/18/2019.

/s/ Steve Filton, Attorney-in-Fact for Alan B. Miller 03/06/2020

** 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.