

<p><b>FORM 5</b></p> <p><input type="checkbox"/> Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p> <p><input type="checkbox"/> Form 3 Holdings Reported</p> <p><input checked="" type="checkbox"/> Form 4 Transactions Reported</p>	<p><b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b> Washington, D.C. 20549</p> <p><b>ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b></p> <p>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(f) of the Investment Company Act of 1940</p>	<p>OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0362 Expires: January 31, 2005 Estimated average burden hours per response. . . . 1.0</p>
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<p>1. Name and Address of Reporting Person*</p> <p><b>Herrell, John H.</b></p> <p>(Last) (First) (Middle)</p> <p><b>367 South Gulph Road</b></p> <p>(Street)</p> <p><b>King of Prussia, PA 19406</b></p> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><b>Universal Health Services, Inc. ("UHS")</b></p> <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>	<p>4. Statement for Month/Year</p> <p><b>12/2002</b></p> <p>5. If Amendment, Date of Original (Month/Year)</p>	<p>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)</p> <p>Description</p> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount / A/D / Price			

**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(DE) and Expiration Date(ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned at End of Year Reported Transaction(s) (Instr.4)	10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr.4)	11. Nature of Indirect Beneficial Ownership (Instr.4)
					A or D	DE / ED	Title / Amount or Number of Shares				
Phantom Stock	1 for 1	08/06/1997		A(1) (8)	80.808 A	(2) / (2)	Class B Common Stock / 80.808	\$41.250		D	
Phantom Stock	1 for 1	09/17/1997		A(1) (8)	72.17 A	(2) / (2)	Class B Common Stock / 72.17	\$46.1875		D	
Phantom Stock	1 for 1	11/19/1997		A(1) (8)	75.650 A	(2) / (2)	Class B Common Stock / 75.650	\$44.0625		D	
Phantom Stock	1 for 1	01/21/1998		A(1) (8)	35.180 A	(3) / (3)	Class B Common Stock / 35.180	\$47.375		D	
Phantom Stock	1 for 1	03/18/1998		A(1) (8)	29.176 A	(3) / (3)	Class B Common Stock / 29.176	\$57.1250		D	
Phantom Stock	1 for 1	05/20/1998		A(1) (8)	30.616 A	(3) / (3)	Class B Common Stock / 30.616	\$54.4375		D	
Phantom Stock	1 for 1	07/29/1998		A(1) (8)	30.936 A	(3) / (3)	Class B Common Stock / 30.936	\$53.875		D	
Phantom Stock	1 for 1	09/16/1998		A(1) (8)	39.044 A	(3) / (3)	Class B Common Stock / 39.044	\$42.6875		D	
Phantom Stock	1 for 1	11/18/1998		A(1) (8)	32.090 A	(3) / (3)	Class B Common Stock / 32.090	\$51.9375		D	
Phantom Stock	1 for 1	01/18/2000		A(1) (8)	36.430 A	(4) / (4)	Class B Common Stock / 36.430	\$45.750		D	
Phantom Stock	1 for 1	03/15/2000		A(1) (8)	41.863 A	(4) / (4)	Class B Common Stock / 41.863	\$39.8125		D	
Phantom Stock	1 for 1	05/17/2000		A(1)(8)	31.080 A	(4) / (4)	Class B Common Stock / 31.080	\$53.6250		D	
Phantom Stock	1 for 1	07/19/2000		A(1)	24.714 A	(4) / (4)	Class B Common Stock / 24.714	\$67.4375		D	
Phantom Stock	1 for 1	09/20/2000		A(1)	20.833 A	(4) / (4)	Class B Common Stock / 20.833	\$80.000		D	

Phantom Stock	1 for 1	11/15/2000		A(1)	18.265 A	(4) / (4)	Class B Common Stock / 18.265	\$91.250		D	
Phantom Stock	1 for 1	01/23/2002		A(6)	39.796 A	(5) / (5)	Class B Common Stock / 39.796	\$41.880		D	
Phantom Stock	1 for 1	03/20/2002		A(6)	40.740 A	(5) / (5)	Class B Common Stock / 40.740	\$40.910		D	
Phantom Stock	1 for 1	05/22/2002		A(6)	37.336 A	(5) / (5)	Class B Common Stock / 37.336	\$44.640		D	
Phantom Stock	1 for 1	07/17/2002		A(6)	36.256 A	(5) / (5)	Class B Common Stock / 36.256	\$45.970		D	
Phantom Stock	1 for 1	09/18/2002		A4(6)	34.153 A	(5) / (5)	Class B Common Stock / 34.153	\$48.800		D	
Phantom Stock	1 for 1	11/20/2002		A4(6)	34.941 A	(5) / (5)	Class B Common Stock / 34.941	\$47.700		D	
Phantom Stock	1 for 1	12/31/2002		D4(7)	485.532 D	/	Class B Common Stock / 485.532	\$45.100	935.4	D	

**Explanation of Responses:**

- (1) These shares of phantom stock were acquired pursuant to the UHS Deferred Compensation Plan for UHS Board of Directors (the "Plan"), prior to the fiscal year ended December 31, 2002.
- (2) 1/5 of these shares of Phantom Stock were settled in cash based on the closing price of UHS Class B Common Stock ("Common Stock") at December 31, 2002 (\$45.10). 1/4 of the remainder is payable annually based on the closing price of the Common Stock on December 31 for each of 2003, 2004, 2005 and 2006.
- (3) These shares of phantom stock were settled in cash based on the closing price of Common Stock at December 31, 2002 (\$45.10) pursuant to the Plan.
- (4) These shares of phantom stock are payable in cash in January, 2005 based on the closing price of the Common Stock on December 31, 2004 pursuant to the Plan.
- (5) These shares of phantom stock are payable in cash in January, 2007 based on the closing price of the Common Stock on December 31, 2006 pursuant to the Plan .
- (6) These shares of phantom stock were acquired pursuant to the Plan during the fiscal year ended December 31, 2002.
- (7) These shares of phantom stock were settled in cash pursuant to the Plan, based on the closing price of the Common Stock on December 31, 2002.
- (8) Not adjusted for a 2-for-1 split of the Common Stock consummated on June 4, 2000.

By:

/s/ John Herrell

Date:

February 4, 2003

\*\* Signature of Reporting Person

SEC 2270 (09-02)

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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.