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SECURITIES AND EXCHANGE COMMISSION
       Washington, D.C. 20549
       Schedule 13G
       Under the Securities Exchange Act of 1934
        UNIVERSAL HEALTH SERVICES-B
        (Name of Issuer)
       Common Stock
        (Title of Class of Securities)
        913903100
        (CUSIP Number)
       December 31, 2005
        (Date of Event Which Requires Filing of this Statement)
Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:
       Rule 13d-1(b)
*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 the disclosures provided in a prior page.
The information required in 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).
CUSIP No. 913903100
(1) Names of Reporting Persons.
       I.R.S. Identification Nos. of above persons (entities only).
       BARCLAYS GLOBAL INVESTORS, NA., 943112180
(2) Check the appropriate box if a member of a Group*
(a) / /
(b) /X/
(3) SEC Use Only
 ______
(4) Citizenship or Place of Organization
    U.S.A.
Number of Shares
                                               (5) Sole Voting Power
Beneficially Owned
                                                 1,788,123
by Each Reporting
Person With
                                                (6) Shared Voting Power
                                                (7) Sole Dispositive Power
                                                    2,162,026
                                                (8) Shared Dispositive Power
(9) Aggregate Amount Beneficially Owned by Each Reporting Person
      2,162,026
(10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares*
(11) Percent of Class Represented by Amount in Row (9)
      4.25%
(12) Type of Reporting Person*
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[X]

BK

CUSIP No.	913903100	
	Reporting Persons. Identification Nos. of above per	rsons (entities only).
BARCLAY	'S GLOBAL FUND ADVISORS	
(2) Check the a (a) // (b) /X/	ppropriate box if a member of a	
(3) SEC Use Onl		
U.S.A.	or Place of Organization	
Number of Share Beneficially Ow	ned	(5) Sole Voting Power 541,837
by Each Reporti Person With	ing	(6) Shared Voting Power
		(7) Sole Dispositive Power 543,971
		(8) Shared Dispositive Power
	mount Beneficially Owned by Each	
(10) Check Box	if the Aggregate Amount in Row (9) Excludes Certain Shares*
	Class Represented by Amount in	Row (9)
	porting Person*	
IA 		
CUSIP No.	913903100	
(4) Names of B	Name and the second sec	
	deporting Persons. Identification Nos. of above per	csons (entities only).
BARCLAY	S GLOBAL INVESTORS, LTD	
(2) Check the a (a) // (b) /X/	ppropriate box if a member of a	·
(3) SEC Use Onl	y	
England	or Place of Organization	
Number of Share Beneficially Ow by Each Reporti	ned	(5) Sole Voting Power 451,736
Person With	···y	(6) Shared Voting Power
		(7) Sole Dispositive Power 469,566
		(8) Shared Dispositive Power

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(9) Aggregate 469,566		
		nt in Row (9) Excludes Certain Shares*
(11) Percent o 0.92%	of Class Represented by	
	Reporting Person*	
CUSIP No.		
(1) Names of	Reporting Persons.	f above persons (entities only).
		PAN TRUST AND BANKING COMPANY LIMITED
	appropriate box if a m	ember of a Group*
(3) SEC Use Or		
(4) Citizenshi Japan	ip or Place of Organiza	
Number of Shar Beneficially ((5) Sole Voting Power
by Each Report Person With		(6) Shared Voting Power
		(7) Sole Dispositive Power
		(8) Shared Dispositive Power
		<u>-</u>
		-
(9) Aggregate - 		- nt in Row (9) Excludes Certain Shares*
(9) Aggregate (10) Check Box (11) Percent of	· k if the Aggregate Amou	nt in Row (9) Excludes Certain Shares*
(9) Aggregate	x if the Aggregate Amou of Class Represented by	nt in Row (9) Excludes Certain Shares*
(9) Aggregate	x if the Aggregate Amou of Class Represented by Reporting Person*	nt in Row (9) Excludes Certain Shares*
(9) Aggregate	x if the Aggregate Amou of Class Represented by Reporting Person*	nt in Row (9) Excludes Certain Shares* Amount in Row (9)
(9) Aggregate	x if the Aggregate Amou of Class Represented by Reporting Person* NAME OF ISSUER UNIVERSAL HEALTH SER	nt in Row (9) Excludes Certain Shares* Amount in Row (9) VICES-B PRINCIPAL EXECUTIVE OFFICES
(9) Aggregate	c if the Aggregate Amount of Class Represented by Reporting Person* NAME OF ISSUER UNIVERSAL HEALTH SER ADDRESS OF ISSUER'S 367 S GULPH ROAD KING OF PRUSSIA, PA NAME OF PERSON(S) FI	nt in Row (9) Excludes Certain Shares* Amount in Row (9) VICES-B PRINCIPAL EXECUTIVE OFFICES 19406 LING BAL INVESTORS, NA
(9) Aggregate	ADDRESS OF PRINCIPAL AS Fremont S	nt in Row (9) Excludes Certain Shares* Amount in Row (9) VICES-B PRINCIPAL EXECUTIVE OFFICES 19406 LING BAL INVESTORS, NA BUSINESS OFFICE OR, IF NONE, RESIDENCE street Francisco, CA 94105
(9) Aggregate	A if the Aggregate Amount of Class Represented by Reporting Person* NAME OF ISSUER UNIVERSAL HEALTH SER ADDRESS OF ISSUER'S 367 S GULPH ROAD KING OF PRUSSIA, PA NAME OF PERSON(S) FI BARCLAYS GLO ADDRESS OF PRINCIPAL 45 Fremont S San	nt in Row (9) Excludes Certain Shares* Amount in Row (9) VICES-B PRINCIPAL EXECUTIVE OFFICES 19406 LING BAL INVESTORS, NA BUSINESS OFFICE OR, IF NONE, RESIDENCE street
(9) Aggregate	A if the Aggregate Amount of Class Represented by Reporting Person* NAME OF ISSUER UNIVERSAL HEALTH SER ADDRESS OF ISSUER'S 367 S GULPH ROAD KING OF PRUSSIA, PA NAME OF PERSON(S) FI BARCLAYS GLO ADDRESS OF PRINCIPAL 45 Fremont S San CITIZENSHIP U.S.A	nt in Row (9) Excludes Certain Shares* Amount in Row (9) VICES-B PRINCIPAL EXECUTIVE OFFICES 19406 LING BAL INVESTORS, NA BUSINESS OFFICE OR, IF NONE, RESIDENCE street Francisco, CA 94105 CCURITIES

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13D-2(B), CHECK WHETHER THE PERSON FILING IS A
(a) // Broker or Dealer registered under Section 15 of the Act
       (15 U.S.C. 780).
(b) /X/ Bank as defined in section 3(a) (6) of the Act (15 U.S.C. 78c).
(c) // Insurance Company as defined in section 3(a) (19) of the Act
       (15 U.S.C. 78c).
      Investment Company registered under section 8 of the Investment
(d) //
       Company Act of 1940 (15 U.S.C. 80a-8).
       Investment Adviser in accordance with section 240.13d(b)(1)(ii)(E).
(e) //
(f) //
       Employee Benefit Plan or endowment fund in accordance with section
       240.13d-1(b)(1)(ii)(F).
(g) //
       Parent Holding Company or control person in accordance with section
       240.13d-1(b)(1)(ii)(G).
      A savings association as defined in section 3(b) of the Federal Deposit
(h) //
       Insurance Act (12 U.S.C. 1813).
(i) // A church plan that is excluded from the definition of an investment
       company under section 3(c)(14) of the Investment Company Act of 1940
       (15U.S.C. 80a-3).
      Group, in accordance with section 240.13d-1(b)(1)(ii)(J)
(j) //
             NAME OF ISSUER
ITEM 1(A).
      UNIVERSAL HEALTH SERVICES-B
ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES
ITEM 1(B).
              367 S GULPH ROAD
            KING OF PRUSSIA, PA 19406
ITEM 2(A). NAME OF PERSON(S) FILING
               BARCLAYS GLOBAL FUND ADVISORS
ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE
                 45 Fremont Street
                            San Francisco, CA 94105
- ------
ITEM 2(C). CITIZENSHIP
ITEM 2(D). TITLE OF CLASS OF SECURITIES
              Common Stock
ITEM 2(E). CUSIP NUMBER
               913903100
ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR
13D-2(B), CHECK WHETHER THE PERSON FILING IS A
(a) // Broker or Dealer registered under Section 15 of the Act
       (15 U.S.C. 780).
(b) // Bank as defined in section 3(a) (6) of the Act (15 U.S.C. 78c).(c) // Insurance Company as defined in section 3(a) (19) of the Act
       (15 U.S.C. 78c).
(d) //
       Investment Company registered under section 8 of the Investment
       Company Act of 1940 (15 U.S.C. 80a-8).
(e) /X/ Investment Adviser in accordance with section 240.13d(b)(1)(ii)(E).
(f) // Employee Benefit Plan or endowment fund in accordance with section
       240.13d-1(b)(1)(ii)(F).
(g) // Parent Holding Company or control person in accordance with section
       240.13d-1(b)(1)(ii)(G).
(h) // A savings association as defined in section 3(b) of the Federal Deposit
       Insurance Act (12 U.S.C. 1813).
(i) //
       A church plan that is excluded from the definition of an investment
       company under section 3(c)(14) of the Investment Company Act of 1940
       (15U.S.C. 80a-3).
(j) // Group, in accordance with section 240.13d-1(b)(1)(ii)(J)
              NAME OF ISSUER
ITEM 1(A).
           NAME OF 1555E..
UNIVERSAL HEALTH SERVICES-B
ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES
              367 S GULPH ROAD
             KING OF PRUSSIA, PA 19406
ITEM 2(A). NAME OF PERSON(S) FILING
               BARCLAYS GLOBAL INVESTORS, LTD
- -----
ITEM 2(B).
             ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE
                      Murray House
                            1 Royal Mint Court
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LONDON, EC3N 4HH

IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR

ITEM 3.

ITEM 2(C). CITIZENSHIP England _ _____ ITEM 2(D). TITLE OF CLASS OF SECURITIES Common Stock ITEM 2(E). CUSIP NUMBER 913903100 ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A (a) // Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 780). (b) /X/ Bank as defined in section 3(a) (6) of the Act (15 U.S.C. 78c). Insurance Company as defined in section 3(a) (19) of the Act (c) // (15 U.S.C. 78c). (d) // Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8). Investment Adviser in accordance with section 240.13d(b)(1)(ii)(E). (e) // (f) // Employee Benefit Plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F). (g) // Parent Holding Company or control person in accordance with section 240.13d-1(b)(1)(ii)(G). A savings association as defined in section 3(b) of the Federal Deposit (h) // Insurance Act (12 U.S.C. 1813).
(i) // A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15U.S.C. 80a-3). (j) // Group, in accordance with section 240.13d-1(b)(1)(ii)(J)NAME OF ISSUER ITEM 1(A). UNIVERSAL HEALTH SERVICES-B ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES 367 S GULPH ROAD KING OF PRUSSIA, PA 19406 ITEM 2(A). NAME OF PERSON(S) FILING BARCLAYS GLOBAL INVESTORS JAPAN TRUST AND BANKING COMPANY LIMITED ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE Ebisu Prime Square Tower 8th Floor 1-1-39 Hiroo Shibuya-Ku Tokyo 150-0012 Japan ITEM 2(C). CITIZENSHIP ITEM 2(D). TITLE OF CLASS OF SECURITIES Common Stock ITEM 2(E). CUSIP NUMBER 913903100 IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR TTFM 3. 13D-2(B), CHECK WHETHER THE PERSON FILING IS A (a) // Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 780). (b) /X/ Bank as defined in section 3(a) (6) of the Act (15 U.S.C. 78c). Insurance Company as defined in section 3(a) (19) of the Act (c) // (15 U.S.C. 78c). (d) // Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8). Investment Adviser in accordance with section 240.13d(b)(1)(ii)(E). (e) // Employee Benefit Plan or endowment fund in accordance with section (f) // 240.13d-1(b)(1)(ii)(F). (g) // Parent Holding Company or control person in accordance with section 240.13d-1(b)(1)(ii)(G). (h) // A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813). A church plan that is excluded from the definition of an investment (i) // company under section 3(c)(14) of the Investment Company Act of 1940 (15U.S.C. 80a-3). Group, in accordance with section 240.13d-1(b)(1)(ii)(J)(j) // ITEM 4. OWNERSHIP

Provide the following information regarding the aggregate number and

percentage o	f the class of securities of the issuer identified in Item 1.		
(a) Amount	Beneficially Owned: 3,175,563		
(b) Percent of Class: 6.24%			
(c) Number (i)	of shares as to which such person has: sole power to vote or to direct the vote 2,781,696		
(ii)	- '		
(iii) sole power to dispose or to direct the disposition of 3,175,563		
(iv)	shared power to dispose or to direct the disposition of		
If this stat the reportin percent of t ITEM 6. OWNE The econ Item ITEM 7. IDEN THE	RSHIP OF FIVE PERCENT OR LESS OF A CLASS ement is being filed to report the fact that as of the date hereof g person has ceased to be the beneficial owner of more than five he class of securities, check the following. // RSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON shares reported are held by the company in trust accounts for the omic benefit of the beneficiaries of those accounts. See also ss 2(a) above. TIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY Not applicable TIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP Not applicable CE OF DISSOLUTION OF GROUP Not applicable		
ITEM 10.	CERTIFICATION		
	The following certification shall be included if the statement filed pursuant to section 240.13d-1(b):		
	By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose		

or effect.

(b) The following certification shall be included if the statement is filed pursuant to section 240.13d-1(c):

> By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose

or effect.

SIGNATURE

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.

 January 31, 2006
Date
 Signature

Mei Lau Financial Reporting Manager -----Name/Title