Page 1 of 24

SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

SCHEDULE 13G. INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO 13D-1(B) AND AMENDMENTS THERETO FILED PURSUANT TO 13D-2(B)

SCHEDULE 13G

Under the Securities Exchange Act of 1934 (Amendment No. 3)*

Universal Health Services, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

913903100

Check the following box if a fee is being paid with this statement. (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.) / /

*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 Notes).

). 913903100			Faye	2	01	24	
COSIF NC	. 913903100	13G						
(1)	Names of Reporting Person S.S. or I.R.S. Identifica		. of Above Pers	ons				
	AMVESCAP PLC No. S.S. or I.R.	S. Ident	ification Numbe	r				
(2)	Check the Appropriate Box	if a Me	mber of a Group (a) // (b) /X/	(See Ins	struc	tions:	;)	
(3)	SEC Use Only							
(4)	Citizenship or Place of Organization							
	England							
	Number of Shares Beneficially	(5)	Sole Voting P None					
	Owned by Each Reporting	(6)	Shared Voting					
	Person With			Disposit	tive	Power	-	
			(8) Shar	ed Dispos 0	sitiv	/e Pow	ver	
(9)	Aggregate Amount Benefici 0	ally Own	ed by Each Repo	rting Per	rson			
(10)	Check if the Annuerate Am			o Contoin				

- Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) / / (10)
- (11) Percent of Class Represented by Amount in Row (9) 0.0%
- Type of Reporting Person (See Instructions) (12)

CUSTR NO	. 913903100			P	aye	3	01	24
CUSIF NO	. 913903100	13G						
(1)	Names of Reporting Persons S.S. or I.R.S. Identificat		. of Above	Persons				
	AVZ, Inc. No. S.S. or I.R.S	G. Ident	ification N	lumber				
(2)	Check the Appropriate Box	if a Me	(a)	iroup (Se / / /X/	e Ins [.]	truc	tions)
(3)	SEC Use Only							
(4)	Citizenship or Place of Organization							
	England							
	Number of Shares Beneficially	(5)	Sole Voti	.ng Power None				
	Owned by Each Reporting	(6)	Shared Vo 0	ting Pow	er			
	Person With		· · ·	Sole Dis None	posit	ive	Power	
				Shared D. 0	ispos	itiv	e Pow	er
(9)	Aggregate Amount Beneficia 0	ally Own	ed by Each	Reportin	g Per:	son		
(10)	Check if the Aggregate Amc		()	ludes Ce	rtain	Sha	res	

- Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) / /
- Percent of Class Represented by Amount in Row (9) (11) 0.0%
- Type of Reporting Person (See Instructions) (12)

CUSIP No	. 913903100		Page	4	of	24	
	136						
(1)	Names of Reporting Persons. S.S. or I.R.S. Identification Nos	. of Above	e Persor	าร			
	A I M Management Group Ir No. S.S. or I.R.S. Identi		Number				
(2)	Check the Appropriate Box if a Men	nber of a (a) (b)	Group (// /X/	(See	Instr	uctions)	
(3)	SEC Use Only						
(4)	Citizenship or Place of Organization						
	England						
	Number of Shares (5) Beneficially	Sole Vot	None				
	Owned by (6) Each Reporting	Shared V 0	/oting F	Power	-		
	Person With	(7)	Sole [None	Dispo	sitiv	e Power	
		(8)	Shared 0	d Dis	sposit	ive Power	
(9)	Aggregate Amount Beneficially Owne 0	ed by Each	n Report	ting	Perso	'n	
(10)	Check if the Aggregate Amount in F (See Instructions)	Row (9) Ex //	cludes	Cert	ain S	hares	
(11)	Percent of Class Represented by Am 0.0%	nount in R	Row (9)				

(12) Type of Reporting Person (See Instructions)

H.C

CUSTR NO	0. 913903100				Page	5	of	24
COSIF NC		13G						
(1)	Names of Reporting Persons S.S. or I.R.S. Identificat		of Above	e Persor	ıs			
AMVESCAP Group Services, Inc. No. S.S. or I.R.S. Identification Number								
(2)	Check the Appropriate Box if a Member of a Group (See Instructions) (a) // (b) /X/							
(3)	SEC Use Only							
(4)	Citizenship or Place of Or	ganizati	Lon					
	England							
	Number of Shares Beneficially	(5)	Sole Vot	ing Pow None	ver			
	Owned by Each Reporting	(6)	Shared V 0		Power			
	Person With		(7)	Sole [None	Disposit	ive	Power	
			(8)		d Dispos	sitiv	ve Pow	<i>i</i> er

0

- (9) Aggregate Amount Beneficially Owned by Each Reporting Person 0
- Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) / / (10)
- Percent of Class Represented by Amount in Row (9) (11) 0.0%
- Type of Reporting Person (See Instructions) (12)

H.C.

	. 913903100				Page	6	of	24	
CUSIP NO		13G							
(1)	Names of Reporting Persons S.S. or I.R.S. Identificat		of Above	e Person	S				
	INVESCO, Inc. No. S.S. or I.R.S	. Identi	fication	Number					
(2)	(2) Check the Appropriate Box if a Member of a Group (See Instructions) (a) / / (b) /X/								
(3)	SEC Use Only								
(4)	Citizenship or Place of Organization								
	England								
	Number of Shares Beneficially	(5)	Sole Vot	ing Pow	er				
	Owned by Each Reporting	(6)	Shared V 0		ower				
	Person With		(7)	Sole Dispositive P None			Power		
			(8)		Dispos	itiv	'e Pow	<i>i</i> er	
(9)	Aggregate Amount Beneficia 0	lly Owne	ed by Each	Report	ing Per	.son			

- (10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) / /
- (12) Type of Reporting Person (See Instructions)

- (1) Names of Reporting Persons. S.S. or I.R.S. Identification Nos. of Above Persons
 - INVESCO North American Holdings, Inc. No. S.S. or I.R.S. Identification Number

(b) /X/

0

- (3) SEC Use Only
- (4) Citizenship or Place of Organization

England

Number of Shares Beneficially	(5)	Sole Vot	ting Power None
Owned by Each Reporting	(6)	Shared \ 0	/oting Power
Person With		(7)	Sole Dispositive Power None
		(8)	Shared Dispositive Power

- (9) Aggregate Amount Beneficially Owned by Each Reporting Person
- (10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares
 (See Instructions) / /
- (12) Type of Reporting Person (See Instructions)
 - H.C.

Names of Reporting Persons. (1) S.S. or I.R.S. Identification Nos. of Above Persons

> INVESCO Capital Management, Inc. No. S.S. or I.R.S. Identification Number

Check the Appropriate Box if a Member of a Group (See Instructions) (2) (a) / / /X/

(b)

- SEC Use Only (3)
- Citizenship or Place of Organization (4)

England

Number of Shares Beneficially	(5)	Sole Voti	ing Power None
Owned by Each Reporting	(6)	Shared Vo 0	oting Power
Person With		(7)	Sole Dispositive Power None
		(8)	Shared Dispositive Power

0

- Aggregate Amount Beneficially Owned by Each Reporting Person (9) 0
- Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) / / (10) (See Instructions)
- (11)Percent of Class Represented by Amount in Row (9) 0.0%
- Type of Reporting Person (See Instructions) (12)
 - H.C.

	010000100				Faye	9	01	24
CUSIP NO	0. 913903100	13G						
(1)	Names of Reporting Persons S.S. or I.R.S. Identificat		. of Above	e Person	S			
	INVESCO Funds Gro No. S.S. or I.R.S			Number				
(2)	Check the Appropriate Box	if a Mer	nber of a (a) (b)	Group (: /// /X/	See Ins	truc	tions	;)
(3)	SEC Use Only							
(4)	Citizenship or Place of Organization							
	England							
	Number of Shares Beneficially	(5)	Sole Vot	ing Pow	er			
	Owned by Each Reporting	(6)	Shared V 0		ower			
	Person With		(7)	Sole D. None	isposit	ive	Power	•
			(8)		Dispos	itiv	'e Pow	ıer
(9)	Aggregate Amount Beneficia 0	lly Owne	ed by Each	n Report.	ing Per	son		
(10)	Check if the Aggregate Amo (See Instructions)	ount in H	Row (9) Ex //	cludes	Certain	Sha	ires	

Page 9

of 24

- (12) Type of Reporting Person (See Instructions)

(1) Names of Reporting Persons. S.S. or I.R.S. Identification Nos. of Above Persons

> INVESCO Management & Research, Inc. No. S.S. or I.R.S. Identification Number

(b) /X/

0

- (3) SEC Use Only
- (4) Citizenship or Place of Organization

England

Number of Shares Beneficially	(5)	Sole Voting Power None
Owned by Each Reporting	(6)	Shared Voting Power 0
Person With		(7) Sole Dispositive Power None
		(8) Shared Dispositive Power

- (9) Aggregate Amount Beneficially Owned by Each Reporting Person
- (10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares
 (See Instructions) / /
- (12) Type of Reporting Person (See Instructions)

(1) Names of Reporting Persons. S.S. or I.R.S. Identification Nos. of Above Persons

> INVESCO Realty Advisers, Inc. No. S.S. or I.R.S. Identification Number

(b) /X/

0

- (3) SEC Use Only
- (4) Citizenship or Place of Organization

England

Number of Shares Beneficially	(5)	Sole Vot	ing Power None
Owned by Each Reporting	(6)	Shared V 0	oting Power
Person With		(7)	Sole Dispositive Power None
		(8)	Shared Dispositive Power

- (9) Aggregate Amount Beneficially Owned by Each Reporting Person
- (10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares
 (See Instructions) / /
- (12) Type of Reporting Person (See Instructions)
 - H.C.

- (1) Names of Reporting Persons. S.S. or I.R.S. Identification Nos. of Above Persons
 - INVESCO (NY) Asset Management, Inc. No. S.S. or I.R.S. Identification Number

(b) /X/

0

- (3) SEC Use Only
- (4) Citizenship or Place of Organization

England

Number of Shares Beneficially	(5)	Sole Voti	ing Power None
Owned by Each Reporting	(6)	Shared Vo 0	oting Power
Person With		(7)	Sole Dispositive Power None
			Shared Dispositive Power

- (9) Aggregate Amount Beneficially Owned by Each Reporting Person
- (10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares
 (See Instructions) / /
- (12) Type of Reporting Person (See Instructions)
 - H.C.

- ITEM 1 (a) NAME OF ISSUER: Universal Health Services, Inc.
- ITEM 1 (b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES: Universal Corp Center 367 South Gulph Rd King of Prussia, PA 19406
- ITEM 2 (a) NAME OF PERSON(S) FILING:

AMVESCAP PLC

ITEM 2(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

11 Devonshire Square1315 Peachtree Street, N.E.London EC2M 4YRAtlanta, Georgia 30309England

ITEM 2 (c) CITIZENSHIP:

Organized under the laws of 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.
- (b) / / Bank as defined in Section 3(a)(6) of the Act.
- (c) // Insurance Company as defined in Section 3(a)(19) of the Act.
- (d) / / Investment Company registered under Section 8 of the Investment Company Act.
- (e) / / Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940.
- (f) / / Employee Benefit Plan, Pension Fund which is subject to provisions of Employee Retirement Income Security Act of 1974 or Endowment Fund; see Rule 13d-1(b)(1)(ii)(F).
- (g) /X/ Parent Holding Company in accordance with Rule 13d-1(b)(ii)(G).
- (h) / / Group, in accordance with Rule 13d-1(b)(1)(ii)(H).

ITEM 4 (a) - (c) OWNERSHIP: 24 Page 14 of The information in items 1 and 5-11 on the cover pages (pp 2-6) of this statement on Schedule 13G is hereby incorporated by reference. The reporting persons expressly declare that the filing of this statement on Schedule 13G shall not be construed as an admission that they are, for the purposes of Section 13(d) or 13(g) of the Securities and Exchange Act of 1934, the beneficial owners of any securities covered by this statement. ITEM 5 OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS Not Applicable OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON ITEM 6 The reporting persons hold the securities covered by this report on behalf of other persons who have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of such securities. The interest of any such persons does not exceed 5% of the class of securities. ITEM 7 IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARIES WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY: AVZ, Inc. - holding company in accordance with Х - - - -Rule 13d-1(b)(ii)(G) AIM Management Group Inc. - holding company in accordance with Rule - ----13d-1(b)(ii)(G) AMVESCAP Group Services, Inc. - holding company in accordance with Rule Х 13d 1(b)(ii)(G) - ----Х INVESCO, Inc. - holding company in accordance with Rule - ----13d-1(b)(ii)(G) Х INVESCO North American Holdings, Inc. - holding company also - ---in accordance with Rule 13d-1(b)(ii)(G) INVESCO Capital Management, Inc. - investment adviser registered under - ----Section 203 of the Investment Advisers Act of 1940. INVESCO Funds Group, Inc. - investment adviser registered under Section 203 of the Investment Advisers Act of 1940. - ----INVESCO Management & Research, Inc. - investment adviser registered under Section 203 of the Investment Advisers Act of 1940. - ----INVESCO Realty Advisors, Inc. - investment adviser registered under Section 203 of the Investment Advisers Act of 1940 INVESCO (NY) Asset Management, Inc. - holding company in accordance with Rule 13d-1(b)(ii)(G)- - - -INVESCO MIM Management Limited - investment adviser organized - - - in England. INVESCO Asset Management Limited - investment adviser organized in England. Subsidiaries not indicated with (X) have acquired no shares of security being reported on. ITEM 8 IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF A GROUP. Not applicable. ITEM 9 NOTICE OF DISSOLUTION OF GROUP. Not applicable.

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes 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.

February 3, 2000 (Date)

/s/ Michael Perman

Michael Perman,

as Company Secretary for AMVESCAP PLC

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes 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.

February 3, 2000 (Date)

/s/ David A. Hartley David A. Hartley, as Company Secretary for each AVZ, Inc. and AMVESCAP Group Services, Inc.

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes 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.

February 3, 2000 (Date)

/s/ Carol F. Relihan Carol F. Relihan Vice President, Secretary and General Counsel A I M Management Group Inc.

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes 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.

February 3, 2000 (Date)

/s/ Deborah A. Lamb

Deborah A. Lamb, Director of Compliance INVESCO, Inc.

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes 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.

February 3, 2000 (Date)

/s/ Frank J. Keeler

Frank J. Keeler, Secretary INVESCO North American Holdings, Inc.

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes 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.

February 3, 2000 (Date)

/s/ Deborah A. Lamb

Deborah A. Lamb, Director of Compliance

INVESCO Capital Management, Inc.

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes 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.

February 3, 2000 (Date)

/s/ Glen Payne Glen Payne, Sr. Vice President and General Counsel INVESCO Funds Group, Inc.

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes 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.

February 3, 2000 (Date)

/s/ Deborah A. Lamb

Deborah A. Lamb, Assistant Secretary

INVESCO Management & Research, Inc.

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes 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.

February 3, 2000 (Date)

/s/ Deborah A. Lamb

Deborah A. Lamb, Assistant Secretary INVESCO Realty Advisers, Inc.

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes 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.

February 3, 2000 (Date)

/s/ Roberta Moore Roberta Moore INVESCO (NY) Asset Management, Inc.