

| OMB APPROVAL             |           |
|--------------------------|-----------|
| OMB Number:              | 3235-0287 |
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**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*<br><u>MILLER ALAN B</u><br><hr/> (Last) (First) (Middle)<br><u>UNIVERSAL HEALTH SERVICES, INC.</u><br><u>367 SOUTH GULPH ROAD</u><br><hr/> (Street)<br><u>KING OF PRUSSIA PA 19406</u><br><hr/> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>UNIVERSAL HEALTH SERVICES INC [ UHS ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><p style="text-align: center;"><b>Chairman and CEO</b></p> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>03/05/2019</u>                       |   |
|   | 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            | 03/05/2019                           |  | j <sup>(1)</sup>               |   | 31,319  | D          | \$0   | 0   | I  | AMK 2014 LLC held by The Abby Miller King 2017 GRAT    |
| Class B Common Stock            | 03/05/2019                           |  | j <sup>(1)</sup>               |   | 31,319  | A          | \$0   | 31,319  | I  | AMK 2014 LLC as held by Alan B. Miller                 |
| Class B Common Stock            | 03/05/2019                           |  | j <sup>(1)</sup>               |   | 31,319  | D          | \$0   | 0   | I  | MS 2014 LLC held by The Marni Spencer 2017 GRAT        |
| Class B Common Stock            | 03/05/2019                           |  | j <sup>(1)</sup>               |   | 31,319  | A          | \$0   | 31,319  | I  | MS 2014 LLC as held by Alan B. Miller                  |
| Class B Common Stock            | 03/05/2019                           |  | j <sup>(1)</sup>               |   | 44,896  | D          | \$0   | 0   | I  | MDM 2014 LLC held by The Marc Daniel Miller 2017 GRAT  |
| Class B Common Stock            | 03/05/2019                           |  | j <sup>(1)</sup>               |   | 44,896  | A          | \$0   | 44,896  | I  | MDM 2014 LLC as held by Alan B. Miller                 |
| Class B Common Stock            |                                      |  |                                |   |   |            |       | 1,130,445   | D  |  |
| Class B Common Stock            |                                      |  |                                |   |   |            |       | 51,933  | I  | AMK 2014 LLC as held by The Abby Miller King 2018 GRAT |

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|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|--|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price |   |  |  |
| 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            |                                      |  |                                |   |   |            |       | 131,097   | I  | MDM 2014 LLC as held by The Marc Daniel Miller 2018 GRAT |
| Class B Common Stock            |                                      |  |                                |   |   |            |       | 24,007  | I  | MDM 2014 LLC held by The Marc Daniel Miller 2002 Trust   |
| Class B Common Stock            |                                      |  |                                |   |   |            |       | 51,933  | I  | MS 2014 LLC as held by The Marni Spencer 2018 GRAT       |
| Class B Common Stock            |                                      |  |                                |   |   |            |       | 16,748  | I  | MS 2014 LLC held by The Marni Spencer 2002 Trust         |
| Class B Common Stock            |                                      |  |                                |   |   |            |       | 10,810  | I  | The Alan and Jill Miller Foundation                      |
| 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   | Amount or Number of Shares |  |  |   |  |

**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   | Amount or Number of Shares |  |  |   |  |
| Class A Common Stock                       | (2)  | 03/05/2019                           |  | J <sup>(1)</sup>               |   |  | 31,319 | (3)  | (4)             | Class B Common Stock  | 31,319                     | \$0  | 0  | I   | AMK 2014 LLC held by The Abby Danielle Miller 2017 GRAT  |
| Class A Common Stock                       | (2)  | 03/05/2019                           |  | J <sup>(1)</sup>               |   | 31,319   |        | (5)  | (6)             | Class B Common Stock  | 31,319                     | \$0  | 31,319   | I   | AMK 2014 LLC as held by Alan B. Miller                   |
| Class A Common Stock                       | (2)  | 03/05/2019                           |  | J <sup>(1)</sup>               |   |  | 31,319 | (3)  | (4)             | Class B Common Stock  | 31,319                     | \$0  | 0  | I   | MS 2014 LLC held by The Marni Spencer 2017 GRAT          |
| Class A Common Stock                       | (2)  | 03/05/2019                           |  | J <sup>(1)</sup>               |   | 31,319   |        | (5)  | (6)             | Class B Common Stock  | 31,319                     | \$0  | 31,319   | I   | MS 2014 LLC as held by Alan B. Miller                    |
| Class A Common Stock                       | (2)  | 03/05/2019                           |  | J <sup>(1)</sup>               |   |  | 33,671 | (3)  | (4)             | Class B Common Stock  | 33,671                     | \$0  | 0  | I   | MDM 2014 LLC held by The Marc Daniel Miller 2017 GRAT    |
| Class A Common Stock                       | (2)  | 03/05/2019                           |  | J <sup>(1)</sup>               |   | 33,671   |        | (5)  | (6)             | Class B Common Stock  | 33,671                     | \$0  | 33,671   | I   | MDM 2014 LLC as held by Alan B. Miller                   |
| Class A Common Stock                       | (2)  |                                      |  |                                |   |  |        | (7)  | (6)             | Class B Common Stock  | 4,155,255                  |  | 4,155,255  | D   |  |
| Class A Common Stock                       | (2)  |                                      |  |                                |   |  |        | (3)  | (8)             | Class B Common Stock  | 400,000                    |  | 400,000  | I   | Alan B. Miller Marital Trust (f/b/o Jill Miller)         |
| Class A Common Stock                       | (2)  |                                      |  |                                |   |  |        | (3)  | (4)             | Class B Common Stock  | 16,748                     |  | 16,748   | I   | AMK 2014 LLC held by The Abby Danielle Miller 2002 Trust |
| Class A Common Stock                       | (2)  |                                      |  |                                |   |  |        | (3)  | (4)             | Class B Common Stock  | 51,933                     |  | 51,933   | I   | AMK 2014 LLC held by the Abby Miller King 2018 GRAT      |
| Class A Common Stock                       | (2)  |                                      |  |                                |   |  |        | (3)  | (4)             | Class B Common Stock  | 98,324                     |  | 98,324   | I   | MDM 2014 LLC as held by The Marc Daniel Miller 2018 GRAT |
| Class A Common Stock                       | (2)  |                                      |  |                                |   |  |        | (3)  | (4)             | Class B Common Stock  | 18,005                     |  | 18,005   | I   | MDM 2014 LLC held by The Marc Daniel Miller 2002 Trust   |
| Class A Common Stock                       | (2)  |                                      |  |                                |   |  |        | (3)  | (4)             | Class B Common Stock  | 51,933                     |  | 51,933   | I   | MS 2014 LLC as held by The Marni Spencer 2018 GRAT       |
| Class A Common Stock                       | (2)  |                                      |  |                                |   |  |        | (3)  | (4)             | Class B Common Stock  | 16,748                     |  | 16,748   | I   | MS 2014 LLC held by The Marni Spencer 2002 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   | Amount or Number of Shares |  |  |   |  |
| Class A Common Stock                       | (9)  |                                      |  |                                |   |  |     | (7)  | (4)             | Class B Common Stock  | 258,630                    |  | 258,630  | I   | The Alan B. Miller 2002 Trust                          |

**Explanation of Responses:**

1. On March 5, 2019, The Marc Daniel Miller 2017 GRAT distributed a 22.44772% interest in MDM 2014 LLC to Alan B. Miller, The Abby Miller King 2017 GRAT distributed a 31.32029% interest in AMK 2014 LLC to Alan B. Miller, and The Marni Spencer 2017 GRAT distributed a 31.32029% interest in AMK 2014 LLC to Alan B. Miller. The shares reflected represent the amount of shares held by each LLC as represented by the percentage LLC interests distributed. Mr. Miller's pecuniary interest in these shares is unchanged. All distributions hereinbefore described were made pursuant to the terms of the Trust Agreement creating each 2017 GRAT. Each 2017 GRAT is now terminated

2. The Class A Common Stock is convertible into Class B Common Stock on a share for share basis.

3. Immediately.

4. Not Applicable.

5. immediately

6. Not Applicable

7. Immediately

8. Not applicable.

9. The Class A Common Stock is convertible into Class B Common Stock on a share for share basis.

/s/ Alan B. Miller

03/07/2019

\*\* 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.