## FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(h) of the Investment Company Act of 1940

OMB APPROVAL

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1. Name and Address of Gorman, Kirk E.	Reporting Person*		Issuer Name     and Ticker or Trading Symbol	Statement for Month/Day/Year	Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 367 South Gulph road	(First)	(Middle)	Universal Health Services, Inc.	10/25/2002	Director10% OwnerX Officer (give title below)Other (specify below)			
King of Prussia, PA	(Street) g of Prussia, PA 19406		I.R.S. Identification     Number of Reporting     Person, if an entity     (voluntary)	5. If Amendment, Date of Original	Description Sr. V.P., Treasurer & CFO			
(City)	(State)	(Zip)		(Month/Day/Year)	7. Individual or Joint/Group Filing (Check Applicable Line)			
					X Form filed by One Reporting Person Form filed by More than One Reporting Person			

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 (Instr. 3, 4, and 5)	d (A) or Disposed Of (	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	ship Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	A/D	Price	(Instr. 3 and 4)	(I) (Instr. 4)			
Common B	10/25/2002		G		1,000	D	\$53.00	112,397	D			

	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. Transa Code (Insi		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 Following Reported Transaction(s) (Instr.4)	10. Owner- ship Form of Deriv- ative Securities: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
				Code	V	А	D	DE	ED	Title	Amount or Number of Shares			(Instr.4)	
	\$											\$			

**Explanation of Responses:** 

Ву

/s/ Steve Filton, Attorney-in-Fact
\*\*\* Signature of Reporting Person

10/28/2002

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1474 (8-02)

\* 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.