

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Schedule 13D**

Under the Securities Exchange Act of 1934
(Amendment No. 11)*

Universal Health Services, Inc.
(Name of Issuer)

Class B Common Stock, Par Value \$0.01 per Share
(Title of Class of Securities)

913903100
(Cusip Number)

W. Robert Cotham
201 Main Street, Suite 2600
Fort Worth, Texas 76102
(817) 390-8400

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

July 18, 1994
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on
Schedule 13G to report the acquisition which is the subject of this
Schedule 13D, and is filing this schedule because of Rule
13d-1(b)(3) or (4), check the following box [].

Check the following box if a fee is being paid with the statement
[].

*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 disclosures provided in a
prior cover page.

The information required on 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).

**The total number of shares reported herein is 631,700 shares,
which constitutes approximately 4.8% of the 13,027,917 shares that
the Issuer reported to be outstanding in its most recent quarterly
or annual report filed with the Securities and Exchange Commission
pursuant to the Act.

1. Name of Reporting Person:

The Bass Management Trust

2. Check the Appropriate Box if a Member of a Group:

(a) / /

(b) / X /

3. SEC Use Only

4. Source of Funds: 00 - Trust Funds

5. Check box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

/ /

6. Citizenship or Place of Organization: Texas

7. Sole Voting Power: 252,200 (1)

Number of Shares

Beneficially Owned By Each Reporting Person With

Owned By Each

8. Shared Voting Power: -0-

Reporting Person

With

9. Sole Dispositive Power: 252,200 (1)

10. Shared Dispositive Power: -0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

252,200

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares:

/ /

13. Percent of Class Represented by Amount in Row (11): 1.9%

14. Type of Reporting Person: 00 - Trust

- - - - -

(1) Power is exercised through its sole trustee, Perry R. Bass.

1. Name of Reporting Person:

Perry R. Bass

2. Check the Appropriate Box if a Member of a Group:

(a) / /

(b) / X /

3. SEC Use Only

4. Source of Funds: Not Applicable

5. Check box if Disclosure of Legal Proceedings is
Required Pursuant to Items 2(d) or 2(e):

/ /

6. Citizenship or Place of Organization: USA

Number of
Shares
Beneficially
Owned By
Each
Reporting
Person
With

7. Sole Voting Power: 252,200 (1)

8. Shared Voting Power: -0-

9. Sole Dispositive Power: 252,200 (1)

10. Shared Dispositive Power: -0-

11. Aggregate Amount Beneficially Owned by Each Reporting
Person:

252,200 (1)

12. Check Box if the Aggregate Amount in Row (11) Excludes
Certain Shares:

/ /

13. Percent of Class Represented by Amount in Row (11): 1.9%

14. Type of Reporting Person: IN

- - - - -

(1) Solely in his capacities as sole trustee and as one of two
trustors of The Bass Management Trust.

1. Name of Reporting Person:

Nancy L. Bass

2. Check the Appropriate Box if a Member of a Group:

(a) / /

(b) / X /

3. SEC Use Only

4. Source of Funds: Not Applicable

5. Check box if Disclosure of Legal Proceedings is
Required Pursuant to Items 2(d) or 2(e):

/ /

6. Citizenship or Place of Organization: USA

7. Sole Voting Power: -0-

Number of
Shares

8. Shared Voting Power: -0-

Beneficially
Owned By

9. Sole Dispositive Power: -0-

Each
Reporting

10. Shared Dispositive Power: -0-

Person

With

11. Aggregate Amount Beneficially Owned by Each Reporting
Person:

252,200 (1)

12. Check Box if the Aggregate Amount in Row (11) Excludes
Certain Shares:

/ /

13. Percent of Class Represented by Amount in Row (11): 1.9%

14. Type of Reporting Person: IN

- - - - -

(1) Solely in her capacity as one of two trustors of The Bass
Management Trust.

1. Name of Reporting Person:

Sid R. Bass Management Trust

2. Check the Appropriate Box if a Member of a Group:

(a) / /

(b) / X /

3. SEC Use Only

4. Source of Funds: 00 - Trust Funds

5. Check box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

/ /

6. Citizenship or Place of Organization: Texas

7. Sole Voting Power: 314,125 (1)

Number of Shares

Beneficially Owned By Each

Owned By Each

9. Sole Dispositive Power: 314,125 (1)

Reporting Person

With

10. Shared Dispositive Power: -0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

314,125 (1)

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares:

/ /

13. Percent of Class Represented by Amount in Row (11): 2.4%

14. Type of Reporting Person: 00 - Trust

- - - - -

(1) Power is exercised through one of its Trustees and its sole Trustor, Sid R. Bass.

1. Name of Reporting Person:

Sid R. Bass

2. Check the Appropriate Box if a Member of a Group:

(a) / /

(b) / X /

3. SEC Use Only

4. Source of Funds: Not Applicable

5. Check box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

/ /

6. Citizenship or Place of Organization: Sid R. Bass is a citizen of the United States of America

7. Sole Voting Power: 314,125 (1)

Number of Shares

Beneficially

Owned By

Each

Reporting

Person

With

8. Shared Voting Power: -0-

9. Sole Dispositive Power: 314,125 (1)

10. Shared Dispositive Power: -0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

314,125 (1)

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares:

/ /

13. Percent of Class Represented by Amount in Row (11): 2.4%

14. Type of Reporting Person: IN

- - - - -

(1) Solely in his capacity as a Trustee of the Sid R. Bass Management Trust and by virtue of his ability to revoke same.

1. Name of Reporting Person:

Lee M. Bass

2. Check the Appropriate Box if a Member of a Group:

(a) / /

(b) / X /

3. SEC Use Only

4. Source of Funds: PF

5. Check box if Disclosure of Legal Proceedings is
Required Pursuant to Items 2(d) or 2(e):

/ /

6. Citizenship or Place of Organization: Lee M. Bass is a
citizen of the United States of America

7. Sole Voting Power: 65,375

Number of
Shares

Beneficially
Owned By

Each
Reporting
Person
With

8. Shared Voting Power: -0-

9. Sole Dispositive Power: 65,375

10. Shared Dispositive Power: -0-

11. Aggregate Amount Beneficially Owned by Each Reporting
Person:

65,375

12. Check Box if the Aggregate Amount in Row (11) Excludes
Certain Shares:

/ /

13. Percent of Class Represented by Amount in Row (11): 0.5%

14. Type of Reporting Person: IN

Pursuant to Rule 13d-2(a) of Regulation 13D-G of the General Rules and Regulations under the Securities Exchange Act of 1934, as amended (the "Act"), the undersigned hereby amend their Schedule 13D Statement dated October 31, 1991, as amended by Amendment No. 1 dated November 13, 1991, Amendment No. 2 dated January 24, 1992, Amendment No. 3 dated July 13, 1992, Amendment No. 4 dated October 5, 1992, Amendment No. 5 dated October 16, 1992, Amendment No. 6 dated December 1, 1992, Amendment No. 7 dated June 11, 1993, Amendment No. 8 dated November 29, 1993, Amendment No. 9 dated December 15, 1993, and Amendment No. 10 dated March 10, 1994 (the "Schedule 13D"), relating to the Class B Common Stock, par value \$0.01 per share of Universal Health Services, Inc. Unless otherwise indicated, all defined terms used herein shall have the same meanings ascribed to them in the Schedule 13D.

Item 1. SECURITY AND ISSUER.

No material change

Item 2. IDENTITY AND BACKGROUND.

Paragraph (a) of Item 2 hereby is amended by adding at the end thereof the following:

As a result of occurrences since the last filing on Schedule 13D, Lee M. Bass ("LMB") shall be a Reporting Person with respect to this filing on Schedule 13D.

Paragraphs (b) and (c) of Item 2 hereby are amended to add information with respect to LMB as follows:

(b)-(c)

LMB

LMB's principal occupation or employment is serving as President of Lee M. Bass, Inc. ("LMB, Inc."). LMB's business address is 201 Main Street, Suite 2700, Fort Worth, Texas 76102.

LMB, Inc. is a Texas corporation. LMB, Inc.'s principal businesses are the ownership and operation of oil and gas properties (through BEPCO), the ownership and operation of gas processing plants and carbon black plants (through various partnerships), farming and ranching, investing in marketable securities and real estate investment and development. The principal business address of LMB, Inc., which also serves as its principal office, is 201 Main Street, Suite 2700, Fort Worth, Texas 76102.

Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Item 3 hereby is amended in its entirety to read as follows:

The source and amount of the funds used or to be used by the Reporting Persons to purchase shares of the Stock are as follows:

REPORTING PERSON	SOURCE OF FUNDS	AMOUNT OF FUNDS
BMT	Trust Funds(1)	\$29,815,777.70(2)
PRB	Not Applicable	Not Applicable
NLB	Not Applicable	Not Applicable
SRBMT	Trust Funds (1)	\$ 7,745,767.29 (3)
SRB	Not Applicable	Not Applicable
LMB	Personal Funds (4)	\$12,966,393.45 (5)

(1) As used herein, the term "Trust Funds" includes income from the various investments of the trust plus sums borrowed from banks and brokerage firm margin accounts for general purposes. None of the funds reported herein as "Trust Funds" were borrowed or otherwise obtained for the specific purpose of acquiring, handling, trading or voting the Stock.

(2) This figure represents the total amount expended by BMT for all purchases of shares of the Stock, without subtracting

sales. Therefore, such figure does not accurately reflect BMT's current net investment in shares of the Stock. BMT has recouped through sales its entire investment in shares of the Stock.

(3) This figure represents the total amount expended by SRBMT for all purchases of shares of the Stock, without subtracting sales. Therefore, such figure does not accurately reflect SRBMT's current net investment in shares of the Stock. SRBMT's current aggregate net investment in shares of the Stock is \$5,713,114.23.

(4) As used herein, the term "Personal Funds" may include sums borrowed from banks and brokerage firm margin accounts, none of which were borrowed or otherwise obtained for the specific purpose of acquiring, handling, trading or voting the Stock.

(5) This figure represents the total amount expended by LMB for all purchases of shares of the Stock, without subtracting sales. Therefore, such figure does not accurately reflect LMB's current net investment in shares of the Stock. LMB's current aggregate net investment in shares of the Stock is \$425,316.51.

Item 4. PURPOSE OF TRANSACTION.

No material change

Item 5. INTEREST IN SECURITIES OF THE ISSUER.

Paragraphs (a)-(c) of Item hereby are amended in their entireties, to read as follows:

(a)

BMT

The aggregate number of shares of the Stock that BMT owns beneficially, pursuant to Rule 13d-3 under the Act, is 252,200, which constitutes approximately 1.9% of the outstanding shares of the Stock.

PRB

Because of his positions as Trustee and a Trustor of BMT, PRB may, pursuant to Rule 13d-3 under the Act, be deemed to be the beneficial owner of 252,200 shares of the Stock, which constitutes approximately 1.9% of the outstanding shares of the Stock.

NLB

Because of her position as a Trustor of BMT, NLB may, pursuant to Rule 13d-3 under the Act, be deemed to be the beneficial owner of 252,200 shares of the Stock, which constitutes approximately 1.9% of the outstanding shares of the Stock.

SRBMT

The aggregate number of shares of the Stock that SRBMT owns beneficially, pursuant to Rule 13d-3 under the Act, is 314,125, which constitutes approximately 2.4% of the outstanding shares of the Stock.

SRB

Because of his position as a Trustee of SRBMT and by virtue of his power to revoke same, SRB may, pursuant to Rule 13d-3 under the Act, be deemed to be the beneficial owner of 314,125 shares of the Stock, which constitutes approximately 2.4% of the outstanding shares of the Stock.

LMB

The aggregate number of shares of the Stock that LMB owns beneficially, pursuant to Rule 13d-3 under the Act, is 65,375, which constitutes approximately 0.5% of the outstanding shares of the Stock.

To the best of the knowledge of each of the Reporting Persons, other than is set forth above, none of the persons named in Item 2 herein is the beneficial owner of any shares of the Stock.

(b)

BMT

Acting through its Trustee, BMT has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 252,200 shares of the Stock.

PRB

In his capacity as Trustee of BMT, PRB has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 252,200 shares of the Stock.

NLB

NLB has no power to vote or to direct the vote or to dispose or to direct the disposition of any shares of the Stock.

SRBMT

Acting through SRB, one of its Trustees, SRBMT has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 314,125 shares of the Stock.

SRB

As a Trustee and Trustor of SRBMT, SRB has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 314,125 shares of the Stock.

LMB

LMB has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 65,375 shares of the Stock.

(c) During the past 60 days, the Reporting Persons have purchased and sold shares of the Stock in open market transactions on the New York Stock Exchange, as follows:

REPORTING PERSON	DATE	NO. OF SHARES PURCHASED(P) OR SOLD(S)	PRICE PER SHARE
BMT	05/20/94	2,000 (P)	\$ 26.65
BMT	06/01/94	30,400 (S)	26.07
BMT	06/02/94	2,200 (S)	25.94
SRBMT	06/02/94	18,500 (S)	25.94
BMT	06/21/94	5,600 (S)	26.44
SRBMT	06/21/94	6,900 (S)	26.44
BMT	06/28/94	20,100 (P)	25.31
BMT	06/28/94	800 (P)	25.59
SRBMT	06/28/94	25,300 (P)	25.31
SRBMT	06/28/94	1,000 (P)	25.59
LMB	06/28/94	4,600 (P)	25.31
LMB	06/28/94	200 (P)	25.59
BMT	06/29/94	1,200 (P)	26.32
SRBMT	06/29/94	1,525 (P)	26.32
LMB	06/29/94	275 (P)	26.32
BMT	06/30/94	800 (P)	26.09
SRBMT	06/30/94	1,000 (P)	26.09
LMB	06/30/94	200 (P)	26.09
BMT	07/07/94	800 (P)	26.44
SRBMT	07/07/94	1,000 (P)	26.44
LMB	07/07/94	200 (P)	26.44
BMT	07/08/94	4,000 (P)	27.94
BMT	07/14/94	7,000 (S)	28.32
BMT	07/14/94	20,000 (S)	28.32
SRBMT	07/14/94	33,000 (S)	28.32
BMT	07/18/94	6,000 (S)	28.94
SRBMT	07/18/94	7,400 (S)	28.94
BMT	07/19/94	1,700 (S)	29.19
SRBMT	07/19/94	2,100 (S)	29.19
BMT	07/19/94	4,500 (S)	29.19
SRBMT	07/19/94	5,500 (S)	29.19

Except as set forth in this paragraph (c), to the best of the knowledge of each of the Reporting Persons, none of the persons named in response to paragraph (a) has effected any transactions in shares of the Stock during the past 60 days.

(d) No material change

(e) The Reporting Persons ceased to be the beneficial owners of more than five percent of the Stock on July 18, 1994.

Item 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

No material change.

Item 7. MATERIAL TO BE FILED AS EXHIBITS.

Exhibit 99.1 -- Agreement pursuant to Rule 13d-1(f)(1)(iii), filed herewith.

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.

DATED: July 19, 1994

/s/ W. R. Cotham
W. R. Cotham,
Attorney-in-Fact for:

THE BASS MANAGEMENT TRUST (1)
PERRY R. BASS (2)
NANCY L. BASS (3)
SID R. BASS MANAGEMENT
TRUST (4)
SID R. BASS (5)
LEE M. BASS (6)

- (1) A Power of Attorney authorizing W. R. Cotham, et al., to act on behalf of The Bass Management Trust previously has been filed with the Securities and Exchange Commission.
- (2) A Power of Attorney authorizing W. R. Cotham, et al., to act on behalf of Perry R. Bass previously has been filed with the Securities and Exchange Commission.
- (3) A Power of Attorney authorizing W. R. Cotham, et al., to act on behalf of Nancy L. Bass previously has been filed with the Securities and Exchange Commission.
- (4) A Power of Attorney authorizing W. R. Cotham, et al., to act on behalf of Sid R. Bass Management Trust previously has been filed with the Securities and Exchange Commission.
- (5) A Power of Attorney authorizing W. R. Cotham, et al., to act on behalf of Sid R. Bass previously has been filed with the Securities and Exchange Commission.
- (6) A Power of Attorney authorizing W. R. Cotham, et al., to act on behalf of Lee M. Bass previously has been filed with the Securities and Exchange Commission.

EXHIBIT INDEX

EXHIBIT

DESCRIPTION

99.1

Agreement pursuant to Rule
13d-1(f)(1)(iii), filed herewith

Pursuant to Rule 13d-1(f)(1)(iii) of Regulation 13D-G of the General Rules and Regulations of the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, the undersigned agrees that the statement to which this Exhibit is attached is filed on behalf of each of them in the capacities set forth below.

/s/ W. R. Cotham
W. R. Cotham,
Attorney-in-Fact for:

THE BASS MANAGEMENT TRUST (1)
PERRY R. BASS (2)
NANCY L. BASS (3)
SID R. BASS MANAGEMENT
TRUST (4)
SID R. BASS (5)
LEE M. BASS (6)

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- (5) A Power of Attorney authorizing W. R. Cotham, et al., to act on behalf of Sid R. Bass previously has been filed with the Securities and Exchange Commission.
- (5) A Power of Attorney authorizing W. R. Cotham, et al., to act on behalf of Lee M. Bass previously has been filed with the Securities and Exchange Commission.