

SCHEDULE 14A  
(RULE 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION  
PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES  
EXCHANGE ACT OF 1934 (AMENDMENT NO. )

Filed by the Registrant  [X]

Filed by a Party other than the Registrant  [ ]

Check the appropriate box:

[ ] Preliminary Proxy Statement  [ ] Confidential, for Use of the  
Commission Only (as permitted by  
Rule 14a-6(e)(2))

[ ] Definitive Proxy Statement

[X] Definitive Additional Materials

[ ] Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12

Universal Health Services, Inc.

-----  
(Name of Registrant as Specified in Its Charter)

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(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

[X] No fee required.

[ ] Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and  
0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed  
pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the  
filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

-----  
(5) Total fee paid:

[ ] Fee paid previously with preliminary materials.

[ ] Check box if any part of the fee is offset as provided by Exchange Act  
Rule 0-11(a)(2) and identify the filing for which the offsetting fee  
was paid previously. Identify the previous filing by registration  
statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:

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(2) Form, schedule or registration statement no.:

-----  
(3) Filing party:

(4) Date filed:

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CLASS B  
COMMON STOCK  
CLASS D  
COMMON STOCK

UNIVERSAL HEALTH SERVICES, INC.

THIS PROXY SOLICITED BY THE BOARD OF  
DIRECTORS FOR THE ANNUAL MEETING OF  
STOCKHOLDERS TO BE HELD ON MAY 20, 1998

Alan B. Miller and Sidney Miller and each of them, as the true and lawful attorneys, agents and proxies of the undersigned, with full power of substitution, are hereby authorized to represent and to vote, as designated below, all shares of Class B Common Stock and Class D Common Stock of Universal Health Services, Inc. held of record by the undersigned on April 8, 1998, at the Annual Meeting of Stockholders to be held at 10:00 a.m. on Wednesday, May 20, 1998 at the offices of the Company, Universal Corporate Center, 367 South Gulph Road, King of Prussia, Pennsylvania and at any adjournment thereof. Any and all proxies heretofore given are hereby revoked.

THIS PROXY IS CONTINUED ON THE REVERSE SIDE.  
PLEASE SIGN ON THE REVERSE SIDE AND RETURN PROMPTLY.

FOLD AND DETACH HERE

UNIVERSAL HEALTH SERVICES, INC.

ANNUAL MEETING OF STOCKHOLDERS  
MAY 20, 1998, 10:00 A.M.

UNIVERSAL CORPORATE CENTER  
367 SOUTH GULPH ROAD  
KING OF PRUSSIA, PA.

PLEASE MARK  
YOUR VOTE AS  
INDICATED IN [X]  
THIS EXAMPLE

The election of a Director.

Nominee: Robert H. Hotz

FOR the nominee  
listed to the right

WITHHOLD  
AUTHORITY  
to vote for the nominee  
listed to the right

2. Adoption of the Amendment and Restatement of the 1992 Stock Option Plan.

FOR  
[ ]

AGAINST  
[ ]

ABSTAIN  
[ ]

Discretionary authority is hereby granted with respect to such other matters as may properly come before the meeting.

WHEN PROPERLY EXECUTED, THIS PROXY WILL BE VOTED AS DESIGNATED BY THE ABOVE. IF NO CHOICE IS SPECIFIED, THE PROXY WILL BE VOTED FOR ELECTION OF THE NOMINEE FOR DIRECTOR AND FOR ADOPTION OF THE AMENDMENT AND RESTATEMENT OF THE 1992 STOCK OPTION PLAN.

Signature \_\_\_\_\_ Date \_\_\_\_\_

Signature \_\_\_\_\_

IMPORTANT: Please sign exactly as name appears at the left. Each joint owner shall sign. Executors, administrators, trustees, etc. should give full title. The above-signed acknowledges receipt of the Notice of the Annual Meeting of Stockholders and the Proxy Statement furnished therewith.

FOLD AND DETACH HERE

ANNUAL MEETING  
OF  
UNIVERSAL HEALTH SERVICES, INC. STOCKHOLDERS

WEDNESDAY, MAY 20, 1998  
10:00 A.M.  
UNIVERSAL CORPORATE CENTER  
367 SOUTH GULPH ROAD  
KING OF PRUSSIA, PA

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AGENDA

- \* Election of Directors
  - \* Adoption of the Amendment and Restatement of the 1992 Stock Option Plan.
  - \* Discussion on matters of current interest
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