

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Schedule 13D**

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

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)

May 17, 1995
(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 745,800 shares, which constitutes approximately 5.9% of the 12,618,614 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: 277,700(1)

Number of
Shares

Beneficially

Owned By

Each

Reporting

Person

With

8. Shared Voting Power: -0-

9. Sole Dispositive Power: 277,700(1)

10. Shared Dispositive Power: -0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

277,700 (1)

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

/ /

13. Percent of Class Represented by Amount in Row (11): 2.2%

14. Type of Reporting Person: 00 - Trust

- - - - -

(1) Power is exercised through one of its Trustors and 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

7. Sole Voting Power: 277,700(1)

Number of
Shares

Beneficially
Owned By

Each

Reporting Person
With

8. Shared Voting Power: -0-

9. Sole Dispositive Power: 277,700(1)

10. Shared Dispositive Power: -0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

277,700(1)

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

/ /

13. Percent of Class Represented by Amount in Row (11): 2.2%

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

Number of
Shares
Beneficially
Owned By
Each
Reporting
Person
With

7. Sole Voting Power: -0-

8. Shared Voting Power: -0-

9. Sole Dispositive Power: -0-

10. Shared Dispositive Power: -0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

277,700(1)

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

/ /

13. Percent of Class Represented by Amount in Row (11): 2.2%

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: 373,500 (1)

Number of
Shares
Beneficially
Owned By
Each
Reporting
Person
With

8. Shared Voting Power: -0-

9. Sole Dispositive Power: 373,500 (1)

10. Shared Dispositive Power: -0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

373,500 (1)

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

/ /

13. Percent of Class Represented by Amount in Row (11): 3.0%

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: USA

7. Sole Voting Power: 373,500 (1)

Number of
Shares

Beneficially 8. Shared Voting Power: -0-

Owned By

Each 9. Sole Dispositive Power: 373,500 (1)

Reporting

Person

With 10. Shared Dispositive Power: -0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

373,500 (1)

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

/ /

13. Percent of Class Represented by Amount in Row (11): 3.0%

14. Type of Reporting Person: IN

- - - - -

(1) Solely in his capacity as a Trustee and the sole Trustor of the Sid R. Bass Management Trust and by virtue of his power 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: USA

7. Sole Voting Power: 94,600

Number of
Shares
Beneficially
Owned By
Each
Reporting
Person
With

8. Shared Voting Power: -0-

9. Sole Dispositive Power: 94,600

10. Shared Dispositive Power: -0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

94,600

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

/ /

13. Percent of Class Represented by Amount in Row (11): .7%

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 26, 1994 (the "Schedule 13D"), relating to the Class B Common Stock, par value \$.01 per share, of Universal Health Services, Inc. Unless otherwise indicated, all defined terms used herein shall have the same meanings respectively ascribed to them in the Schedule 13D.

Item 1. SECURITY AND ISSUER.

No material change.

Item 2. IDENTITY AND BACKGROUND.

No material change.

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

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

The source and amount of the funds 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)	\$35,949,735.60(2)
PRB	Not Applicable	Not Applicable
NLB	Not Applicable	Not Applicable
SRBMT	Trust Funds (1)	\$15,513,733.13 (3)
SRB	Not Applicable	Not Applicable
LMB	Personal Funds (4)	\$14,663,834.69 (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 net investment in shares of the Stock is \$6,887,870.38.

(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 net investment in shares of the Stock is \$1,104,204.51.

Item 4. PURPOSE OF TRANSACTION.

No material change.

Item 5. INTEREST IN SECURITIES OF THE ISSUER.

Items (a)-(c) of Item 5 are hereby amended and restated 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 of the Act, is 277,700, which constitutes approximately 2.2% 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 of the Act, be deemed to be the beneficial owner of 277,700 shares of the Stock, which constitutes approximately 2.2% of the outstanding shares of the Stock.

NLB

Because of her position as a Trustor of BMT, NLB may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 277,700 shares of the Stock, which constitutes approximately 2.2% 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 of the Act, is 373,500, which constitutes approximately 3.0% 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 of the Act, be deemed to be the beneficial owner of 373,500 shares of the Stock, which constitutes approximately 3.0% 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 94,600, which constitutes approximately 0.7% of the outstanding shares of the Stock.

To the best of the knowledge of each of the Reporting Persons, other than as 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 277,700 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 277,700 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 373,500 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 373,500 shares of the Stock.

LMB

LMB has the sole power to vote or direct the vote and to dispose or to direct the disposition of 94,600 shares of the stock.

(c) During the past sixty (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	NO. OF SHARES PURCHASED(P)	PRICE PER
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PERSON	DATE	OR SOLD(S)	SHARE
LMB	04-10-95	200(P)	\$26.03
BMT	04-10-95	500(P)	26.03
SRBMT	04-10-95	300(P)	26.03
LMB	04-20-95	2,300(P)	26.09
BMT	04-20-95	6,700(P)	26.09
SRBMT	04-20-95	9,000(P)	26.09
LMB	05-12-95	1,700(P)	28.03
BMT	05-12-95	4,200(P)	28.03
SRBMT	05-12-95	6,100(P)	28.03
LMB	05-15-95	5,800(S)	28.32
BMT	05-15-95	17,000(S)	28.32
SRBMT	05-15-95	22,900(S)	28.32
LMB	05-17-95	220(P)	28.88
BMT	05-17-95	780(P)	28.88
SRBMT	05-17-95	1,000(P)	28.88
LMB	05-17-95	12,220(S)	28.69
BMT	05-17-95	36,180(S)	28.69
SRBMT	05-17-95	48,600(S)	28.69
LMB	05-18-95	3,700(S)	28.69
BMT	05-18-95	10,900(S)	28.69
SRBMT	05-18-95	14,600(S)	28.69

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 sixty (60) days.

(d)-(e)

No material change.

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: May 18, 1995

/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

Exhibit 99.1

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)

- (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.