

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* <u>Miller Marc D</u> (Last) (First) (Middle) UNIVERSAL HEALTH SERVICES, INC. 367 SOUTH GULPH ROAD (Street) KING OF PRUSSIA PA 19406 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>UNIVERSAL HEALTH SERVICES INC</u> [UHS] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President |
| | 3. Date of Earliest Transaction (Month/Day/Year) 04/30/2018 | |
| 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 | 04/30/2018 | | J ⁽²⁾⁽³⁾ | | 22,259 | D | \$0.00 | 0 | I | AMK 2014 LLC held by The Abby Miller King 2015 GRAT |
| Class B Common Stock | 04/30/2018 | | J ⁽²⁾⁽³⁾ | | 22,259 | D | \$0.00 | 0 | I | MDM 2014 LLC held by The Marc Daniel Miller 2015 GRAT |
| Class B Common Stock | 04/30/2018 | | J ⁽²⁾⁽³⁾ | | 22,259 | D | \$0.00 | 0 | I | MS 2014 LLC held by The Mami Spencer 2015 GRAT |
| Class B Common Stock | 04/30/2018 | | J ⁽¹³⁾ | | 100,000 | A | \$0.00 | 200,000 | I | MDM 2014 LLC |

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|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|--------|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Class B Common Stock | 04/30/2018 | | J ⁽²⁾⁽³⁾ | | 1,890 | A | \$0.00 | 16,748 | I | AMK 2014 LLC held by The Abby Danielle Miller 2002 Trust |
| Class B Common Stock | 04/30/2018 | | J ⁽²⁾⁽³⁾ | | 1,890 | A | \$0.00 | 24,007 | I | MDM 2014 LLC held by The Marc Daniel Miller 2002 Trust ⁽¹²⁾ |
| Class B Common Stock | 04/30/2018 | | J ⁽²⁾⁽³⁾ | | 1,890 | A | \$0.00 | 16,748 | I | MS 2014 LLC held by The Mami Spencer 2002 Trust |
| Class B Common Stock | 04/30/2018 | | J ⁽⁴⁾ | | 31,564 | D | \$0.00 | 31,319 | I | AMK 2014 LLC held by The Abby Miller King 2017 GRAT |
| Class B Common Stock | 04/30/2018 | | J ⁽⁴⁾ | | 31,562 | D | \$0.00 | 44,896 | I | MDM 2014 LLC held by The Marc Daniel Miller 2017 GRAT ⁽¹²⁾ |
| Class B Common Stock | 04/30/2018 | | J ⁽⁴⁾ | | 31,564 | D | \$0.00 | 31,319 | I | MS 2014 LLC held by The Mami Spencer 2017 GRAT |

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| 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 | 04/30/2018 | | J ⁽⁵⁾ | | 51,933 | A | \$0.00 | 51,933 | I | AMK 2014 LLC held by The Abby Miller King 2018 GRAT |
| Class B Common Stock | 04/30/2018 | | J ⁽⁵⁾ | | 131,097 | A | \$0.00 | 131,097 | I | MDM 2014 LLC held by The Marc Daniel Miller 2018 GRAT |
| Class B Common Stock | 04/30/2018 | | J ⁽⁵⁾ | | 51,933 | A | \$0.00 | 51,933 | I | The MS 2014 LLC held by Mami Spencer 2018 GRAT |
| Class B Common Stock | | | | | | | | 112,615 | D | |
| Class B Common Stock | | | | | | | | 55,763 ⁽⁶⁾ | I | The Abby Miller King 2011 Family Trust |
| Class B Common Stock | | | | | | | | 59,900 ⁽⁶⁾ | I | The Marc Daniel Miller 2011 Family Trust |
| Class B Common Stock | | | | | | | | 55,763 ⁽⁶⁾ | I | The Mami Spencer 2011 Family Trust |
| Class B Common Stock | | | | | | | | 43,247 ⁽¹¹⁾ | I | The Abby Danielle Miller 2002 Trust |
| Class B Common Stock | | | | | | | | 44,110 ⁽¹¹⁾ | I | The Marc Daniel Miller 2002 Trust |

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 | | | | | | | | 43,247 ⁽¹¹⁾ | I | 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 | (1) | 04/30/2018 | | J(2)(3) | | | 22,259 | (7) | (8) | Class B Common Stock | 22,259 | \$0.00 | 0 | I | AMK 2014 LLC held by The Abby Miller King 2015 GRAT |
| Class A Common Stock | (1) | 04/30/2018 | | J(2)(3) | | | 33,388 | (7) | (8) | Class B Common Stock | 33,388 | \$0.00 | 0 | I | MDM 2014 LLC held by The Marc Daniel Miller 2015 GRAT |
| Class A Common Stock | (1) | 04/30/2018 | | J(2)(3) | | | 22,259 | (7) | (8) | Class B Common Stock | 22,259 | \$0.00 | 0 | I | MS 2014 LLC held by The Marni Spencer 2015 GRAT |
| Class A Common Stock | (1) | 04/30/2018 | | J(2)(3) | | 1,890 | | (7) | (8) | Class B Common Stock | 1,890 | \$0.00 | 16,748 | I | AMK 2014 LLC held by The Abby Danielle Miller 2002 Trust |
| Class A Common Stock | (1) | 04/30/2018 | | J(2)(3) | | 2,835 | | (7) | (8) | Class B Common Stock | 2,835 | \$0.00 | 18,005 | I | MDM 2014 LLC held by The Marc Daniel Miller 2002 Trust ⁽¹²⁾ |
| Class A Common Stock | (1) | 04/30/2018 | | J(2)(3) | | 1,890 | | (7) | (8) | Class B Common Stock | 1,890 | \$0.00 | 16,748 | I | MS 2014 LLC held by The Marni Spencer 2002 Trust |
| Class A Common Stock | (1) | 04/30/2018 | | J(4) | | | 31,564 | (7) | (8) | Class B Common Stock | 31,564 | \$0.00 | 31,319 | I | AMK 2014 LLC held by The Abby Miller King 2017 GRAT |
| Class A Common Stock | (1) | 04/30/2018 | | J(4) | | | 47,343 | (7) | (8) | Class B Common Stock | 47,343 | \$0.00 | 33,671 | I | MDM 2014 LLC held by The Marc Daniel Miller 2017 GRAT ⁽¹²⁾ |
| Class A Common Stock | (1) | 04/30/2018 | | J(4) | | | 31,564 | (7) | (8) | Class B Common Stock | 31,564 | \$0.00 | 31,319 | I | MS 2014 LLC held by The Marni Spencer 2017 GRAT |

**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 | (1) | 04/30/2018 | | J ⁽⁵⁾ | | 51,933 | | (7) | (8) | Class B Common Stock | 51,933 | \$0.00 | 51,933 | I | AMK 2014 LLC held by The Abby Miller King 2018 GRAT |
| Class A Common Stock | (1) | 04/30/2018 | | J ⁽⁵⁾ | | 98,324 | | (7) | (8) | Class B Common Stock | 98,324 | \$0.00 | 98,324 | I | MDM 2014 LLC held by The Marc Daniel Miller 2018 GRAT |
| Class A Common Stock | (1) | 04/30/2018 | | J ⁽⁵⁾ | | 51,933 | | (7) | (8) | Class B Common Stock | 51,933 | \$0.00 | 51,933 | I | MS 2014 LLC held by The Mami Spencer 2018 GRAT |
| Class A Common Stock | (1) | | | | | | | (7) | (8) | Class B Common Stock | 532,194 | | 532,194 ⁽⁹⁾ | I | A. Miller Family, LLC |
| Class A Common Stock | (1) | | | | | | | (7) | (8) | Class B Common Stock | 118,900 | | 118,900 ⁽¹⁰⁾ | I | The Abby Miller King Family 2012 Trust |
| Class A Common Stock | (1) | | | | | | | (7) | (8) | Class B Common Stock | 118,900 | | 118,900 ⁽¹⁰⁾ | I | The Mami Spencer Family 2012 Trust |
| Class A Common Stock | (1) | | | | | | | (7) | (8) | Class B Common Stock | 160,563 | | 160,563 ⁽¹¹⁾ | I | The Abby Danielle Miller 2002 Trust |
| Class A Common Stock | (1) | | | | | | | (7) | (8) | Class B Common Stock | 200,695 | | 200,695 ⁽¹¹⁾ | I | The Marc Daniel Miller 2002 Trust |
| Class A Common Stock | (1) | | | | | | | (7) | (8) | Class B Common Stock | 160,563 | | 160,563 ⁽¹¹⁾ | I | The Mami Spencer 2002 Trust |

Explanation of Responses:

- The Class A Common Stock is convertible into Class B Common Stock on a share for share basis.
- On April 30, 2018, The Marc Daniel Miller 2015 GRAT distributed a 20.36850% interest in MDM 2014 LLC to Alan B. Miller, The Abby Miller King 2015 GRAT distributed a 20.36904% interest in AMK 2014 LLC to Alan B. Miller and The Mami Spencer 2015 GRAT distributed a 20.36904% interest of MS 2014 LLC to Alan B. Miller. In addition, The Marc Daniel Miller 2015 GRAT distributed a 1.89002% interest in MDM 2014 LLC to The Marc Daniel Miller 2002 Trust, The Abby Miller King 2015 GRAT distributed a 1.88952% interest in AMK 2014 LLC to The Abby Danielle Miller 2002 Trust and The Mami Spencer 2015 GRAT distributed a 1.88952% interest in MS 2014 LLC to The Mami Spencer 2002 Trust.
- (Continued from Footnote 2) All of the distributions hereinbefore described were made pursuant to the terms of the Trust Agreement creating each 2015 GRAT. Each 2015 GRAT has now terminated. The shares reflected represent the amount of shares held by each LLC as represented by the percentage LLC interests distributed. The reporting person is a trustee of each GRAT and each 2002 Trust and is a special manager of each LLC but disclaims beneficial interest in each GRAT and each 2002 Trust other than The Marc Daniel Miller 2015 GRAT and The Marc Daniel Miller 2002 Trust, and each LLC other than MDM 2014 LLC.
- On April 30, 2018, The Marc Daniel Miller 2017 GRAT distributed a 31.56209% interest in MDM 2014 LLC to Alan B. Miller, The Abby Miller King 2017 GRAT distributed a 31.56356% interest in AMK 2014 LLC to Alan B. Miller and The Mami Spencer 2017 GRAT distributed a 31.56356% interest in MS 2014 LLC to Alan B. Miller (the distributions were made pursuant to the terms of the Trust Agreement creating each 2017 GRAT). The shares reflected represent the amount of shares held by each LLC as represented by the percentage LLC interests distributed. The reporting person is a trustee of each GRAT and a special manager of each LLC but disclaims beneficial interest in each GRAT and each other than the Marc Daniel Miller 2017 GRAT and each LLC other than MDM 2014 LLC.
- On April 30, 2018, Alan B. Miller contributed a 65.548664% interest in MDM 2014 LLC to The Marc Daniel Miller 2018 GRAT, a 51.93260% interest in AMK 2014 LLC to The Abby Miller King 2018 GRAT and a 51.93260% interest in MS 2014 LLC to The Mami Spencer 2018 GRAT. The shares reflected represent the amount of shares held by each LLC as represented by the percentage LLC interests contributed. The reporting person is a trustee of each GRAT and a special manager of each LLC but disclaims beneficial interest in each GRAT other than the Marc Daniel Miller 2018 GRAT and each LLC other than the MDM 2014 LLC.
- The reporting person is a trustee of each of the 2011 Family Trusts for the benefit of Alan B. Miller's three children and has sole voting power with respect to these shares. The reporting person disclaims beneficial ownership of the shares of Class A Common Stock held by The Abby Miller King 2011 Family Trust and The Mami Spencer 2011 Family Trust.
- Immediately
- Not Applicable
- The reporting person is the sole manager of the A. Miller Family, LLC and during his tenure as such, has voting and dispositive power with respect to the Class A Common Stock held by the A. Miller Family, LLC. The reporting person disclaims beneficial ownership of the shares of Class A Common Stock held by the A. Miller Family, LLC except to the extent of his pecuniary interest therein.
- The reporting person is a trustee of each of The Abby Miller King Family 2012 Trust and The Mami Spencer Family 2012 Trust and has sole voting power with respect to these shares. The reporting person disclaims beneficial ownership of the shares of Class A Common Stock held by The Abby Miller King Family 2012 Trust and The Mami Spencer Family 2012 Trust.
- The reporting person is a trustee of each of The Abby Danielle Miller 2002 Trust, The Marc Daniel Miller 2002 Trust and The Mami Spencer 2002 Trust but disclaims beneficial ownership of the shares of Class A Common Stock held by The Abby Danielle Miller 2002 Trust and The Mami Spencer 2002 Trust.
- The percentage interest in the 2014 MDM LLC, owned by the Marc Daniel Miller 2017 GRAT and the Marc Daniel Miller 2002 Trust was reduced and the interest of Alan B. Miller was increased as a result of the contribution of an additional 100,000 shares of Class B Common Stock to the MDM 2014 LLC by Alan B. Miller. The shares reflected represent the amount of shares represented by the LLC interest held by the Marc Daniel Miller 2002 Trust, respectively.
- On April 30, 2018, Alan B. Miller contributed 100,000 Class B Shares to the MDM 2014 LLC. Marc Miller is the special manager of the MDM 2014 LLC.

Remarks:

/s/ Marc D. Miller

04/30/2018

** 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.