

PANTALEONI ANTHONY
Form 4/A
April 28, 2010

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 OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
PANTALEONI ANTHONY

2. Issuer Name and Ticker or Trading Symbol
UNIVERSAL HEALTH SERVICES INC [UHS]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
FULBRIGHT & JAWORSKI
LLP, 666 FIFTH AVENUE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/12/2010

Director 10% Owner
 Officer (give title below) Other (specify below)

NEW YORK, NY 10103

4. If Amendment, Date Original Filed(Month/Day/Year)
03/23/2010

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|----------------------|
| | | | | (A) or (D) | Price | | | | |
| | | | | Code | V | Amount | | | |
| Class B Common Stock | 03/12/2010 | | J ⁽¹⁾ | V | 12,228 | D | \$ 0 0 | D | |
| Class B Common Stock | 03/12/2010 | | J ⁽¹⁾ | V | 12,228 | A | \$ 0 12,228 | I | AP-2 LLC |
| Class B Common Stock | | | | | | | 7,560 | I | Trustee F/b/o Family |

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4) | | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|----------------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class A Common Stock | (2) | 03/12/2010 | | J(1) | V | | 17,808 | (2) | (2) | Class B Common Stock | 17,808 |
| Class A Common Stock | (2) | 03/12/2010 | | J(1) | V | | 17,808 | (2) | (2) | Class B Common Stock | 17,808 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PANTALEONI ANTHONY FULBRIGHT & JAWORSKI LLP 666 FIFTH AVENUE NEW YORK, NY 10103 | | X | | |

Signatures

/s/ Anthony Pantaleoni 04/28/2010

**Signature of Reporting Person Date

Explanation of Responses:

* 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).

(1) On March 12, 2010, Mr. Pantaleoni transferred 17,808 shares of Class A Common Stock and 12,228 shares of Class B Common Stock to AP-2 LLC, of which he is the sole manager. On March 12, 2010, Mr. Pantaleoni transferred a 100% membership interest in AP-2 LLC to The AP-2 2010 GRAT. These transfers resulted in a change in the form of beneficial ownership of these shares from direct to indirect. Mr. Pantaleoni's pecuniary interest in these shares is unchanged.

(2) The Class A Common Stock is convertible into Class B Common Stock on a share for share basis.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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