

UNIVERSAL HEALTH SERVICES INC
 Form 4
 February 22, 2017

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 *
 Miller Marc D

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 President

(Last) (First) (Middle)
 UNIVERSAL HEALTH SERVICES, INC., 367 SOUTH GULPH ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/17/2017

KING OF PRUSSIA, PA 19406
 (City) (State) (Zip)

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

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

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)		
			Code	V	Amount	(A) or (D)	Price		
Class B Common Stock	02/17/2017		J(2)(3)		60,042	D	\$ 0 0	I	AMK 2014 LLC held by The Abby Miller King 2014 GRAT
Class B Common Stock	02/17/2017		J(2)(3)		60,042	D	\$ 0 0	I	MDM 2014 LLC held by

Class B Common Stock	02/17/2017	<u>J(2)(3)</u>	60,042	D	\$ 0	0	I	The Marc Daniel Miller 2014 GRAT MS 2014 LLC held by The Marni Spencer 2014 GRAT
Class B Common Stock	02/17/2017	<u>J(2)(3)</u>	14,858	A	\$ 0	14,858	I	AMK 2014 LLC held by The Abby Danielle Miller 2002 Trust
Class B Common Stock	02/17/2017	<u>J(2)(3)</u>	14,858	A	\$ 0	14,858	I	MDM 2014 LLC held by The Marc Daniel Miller 2002 Trust
Class B Common Stock	02/17/2017	<u>J(2)(3)</u>	14,858	A	\$ 0	14,858	I	MS 2014 LLC held by The Marni Spencer 2002 Trust
Class B Common Stock	02/17/2017	<u>J(4)</u>	17,699	D	\$ 0	22,259	I	AMK 2014 LLC held by The Abby Miller King 2015 GRAT
Class B Common Stock	02/17/2017	<u>J(4)</u>	17,699	D	\$ 0	22,259	I	MDM 2014 LLC held by The Marc Daniel Miller 2015 GRAT

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Class B Common Stock	02/17/2017	<u>J⁽⁴⁾</u>	17,699	D	\$ 0	22,259	I	MS 2014 LLC held by The Marni Spencer 2015 GRAT
Class B Common Stock	02/17/2017	<u>J⁽⁵⁾</u>	62,883	A	\$ 0	62,883	I	AMK 2014 LLC held by The Abby Miller King 2017 GRAT
Class B Common Stock	02/17/2017	<u>J⁽⁵⁾</u>	62,883	A	\$ 0	62,883	I	MDM 2014 LLC held by The Marc Daniel Miller 2017 GRAT
Class B Common Stock	02/17/2017	<u>J⁽⁵⁾</u>	62,883	A	\$ 0	62,883	I	MS 2014 LLC held by The Marni Spencer 2017 GRAT
Class B Common Stock						87,345	D	
Class B Common Stock						55,763 <u>(6)</u>	I	The Abby Miller King 2011 Family Trust
Class B Common Stock						59,900 <u>(6)</u>	I	The Marc Daniel Miller 2011 Family Trust
Class B Common Stock						55,763 <u>(6)</u>	I	The Marni Spencer 2011 Family

Class B Common Stock					43,247 ⁽¹¹⁾	I	Trust The Abby Danielle Miller 2002 Trust
Class B Common Stock					44,110 ⁽¹¹⁾	I	The Marc Daniel Miller 2002 Trust
Class B Common Stock					43,247 ⁽¹¹⁾	I	The Marni Spencer 2002 Trust

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

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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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Class A Common Stock	<u>(1)</u>	02/17/2017		J <u>(2)(3)</u>		60,042	<u>(7)</u>	<u>(8)</u>	Class B Common Stock	60,042
Class A Common Stock	<u>(1)</u>	02/17/2017		J <u>(2)(3)</u>		90,063	<u>(7)</u>	<u>(8)</u>	Class B Common Stock	90,063

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Class A Common Stock	<u>(1)</u>	02/17/2017	<u>J(2)(3)</u>	60,042	<u>(7)</u>	<u>(8)</u>	Class B Common Stock	60,042
Class A Common Stock	<u>(1)</u>	02/17/2017	<u>J(2)(3)</u>	14,858	<u>(7)</u>	<u>(8)</u>	Class B Common Stock	14,858
Class A Common Stock	<u>(1)</u>	02/17/2017	<u>J(2)(3)</u>	22,287	<u>(7)</u>	<u>(8)</u>	Class B Common Stock	22,287
Class A Common Stock	<u>(1)</u>	02/17/2017	<u>J(2)(3)</u>	14,858	<u>(7)</u>	<u>(8)</u>	Class B Common Stock	14,858
Class A Common Stock	<u>(1)</u>	02/17/2017	<u>J(4)</u>	17,699	<u>(7)</u>	<u>(8)</u>	Class B Common Stock	17,699
Class A Common Stock	<u>(1)</u>	02/17/2017	<u>J(4)</u>	26,549	<u>(7)</u>	<u>(8)</u>	Class B Common Stock	26,549

Class A Common Stock	<u>(1)</u>	02/17/2017	<u>J(4)</u>	17,699	<u>(7)</u>	<u>(8)</u>	Class B Common Stock	17,699
Class A Common Stock	<u>(1)</u>	02/17/2017	<u>J(5)</u>	62,883	<u>(7)</u>	<u>(8)</u>	Class B Common Stock	62,883
Class A Common Stock	<u>(1)</u>	02/17/2017	<u>J(5)</u>	94,325	<u>(7)</u>	<u>(8)</u>	Class B Common Stock	94,325
Class A Common Stock	<u>(1)</u>	02/17/2017	<u>J(5)</u>	62,883	<u>(7)</u>	<u>(8)</u>	Class B Common Stock	62,883
Class A Common Stock	<u>(1)</u>				<u>(7)</u>	<u>(8)</u>	Class B Common Stock	532,100
Class A Common Stock	<u>(1)</u>				<u>(7)</u>	<u>(8)</u>	Class B Common Stock	118,900
Class A Common Stock	<u>(1)</u>				<u>(7)</u>	<u>(8)</u>	Class B Common Stock	118,900

Class A Common Stock	(1)	(7)	(8)	Class B Common Stock	160,5
Class A Common Stock	(1)	(7)	(8)	Class B Common Stock	200,6
Class A Common Stock	(1)	(7)	(8)	Class B Common Stock	160,5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Miller Marc D UNIVERSAL HEALTH SERVICES, INC. 367 SOUTH GULPH ROAD KING OF PRUSSIA, PA 19406	X		President	

Signatures

/s/ Marc D.
Miller 02/22/2017

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

On February 17, 2017, The Marc Daniel Miller 2014 GRAT distributed a 45.18379% interest in MDM 2014 LLC to Alan B. Miller, The Abby Miller King 2014 GRAT distributed a 45.18437% interest in AMK 2014 LLC to Alan B. Miller and The Marni Spencer 2014 GRAT distributed a 45.18437% interest of MS 2014 LLC to Alan B. Miller. In addition, The Marc Daniel Miller 2014 GRAT distributed a 14.85844% interest in MDM 2014 LLC to The Marc Daniel Miller 2002 Trust, The Abby Miller King 2014 GRAT distributed a 14.85759% interest in AMK 2014 LLC to The Abby Danielle Miller 2002 Trust and The Marni Spencer 2014 GRAT distributed a 14.85759% interest in MS 2014 LLC to The Marni Spencer 2002 Trust.

(3)

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(Continued from Footnote 2) All of the distributions hereinbefore described were made pursuant to the terms of the Trust Agreement creating each 2014 GRAT. Each 2014 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 2014 GRAT and The Marc Daniel Miller 2002 Trust, and each LLC other than MDM 2014 LLC.

- On February 17, 2017, The Marc Daniel Miller 2015 GRAT distributed a 17.69925% interest in MDM 2014 LLC to Alan B. Miller, The Abby Miller King 2015 GRAT distributed a 17.69948% interest in AMK 2014 LLC to Alan B. Miller and The Marni Spencer 2015 GRAT distributed a 17.69948% interest in MS 2014 LLC to Alan B. Miller (the distributions were made pursuant to the terms of the
- (4) Trust Agreement creating each 2015 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 2015 GRAT and each LLC other than MDM 2014 LLC.

- On February 17, 2017, Alan B. Miller contributed a 62.88303% interest in MDM 2014 LLC to The Marc Daniel Miller 2017 GRAT, a 62.88385% interest in AMK 2014 LLC to The Abby Miller King 2017 GRAT and a 62.88385% interest in MS 2014 LLC to The Marni Spencer 2017 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 2017 GRAT and each LLC other than the MDM 2014 LLC.
- (5)

- 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 Marni Spencer 2011 Family Trust.
- (6)

(7) Immediately

(8) 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.
- (9)

- The reporting person is a trustee of each of The Abby Miller King Family 2012 Trust and The Marni 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 Marni Spencer Family 2012 Trust.
- (10)

- The reporting person is a trustee of each of The Abby Danielle Miller 2002 Trust, The Marc Daniel Miller 2002 Trust and The Marni 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 Marni Spencer 2002 Trust.
- (11)

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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