

MILLER ALAN B
Form 4
March 07, 2019

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 ALAN B

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)
Chairman and CEO

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

3. Date of Earliest Transaction (Month/Day/Year)
03/05/2019

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 Indirect Ownership (Instr. 4)
Class B Common Stock	03/05/2019		J ⁽¹⁾	31,319 D	\$ 0 0	I	AMK 2014 LLC held by The Abby Miller King 2017 GRAT
Class B Common Stock	03/05/2019		J ⁽¹⁾	31,319 A	\$ 0 31,319	I	AMK 2014 LLC as held by Alan B. Miller
	03/05/2019		J ⁽¹⁾	31,319 D	\$ 0 0	I	

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Class B Common Stock									MS 2014 LLC held by The Marni Spencer 2017 GRAT
Class B Common Stock	03/05/2019	<u>J⁽¹⁾</u>	31,319	A	\$ 0	31,319		I	MS 2014 LLC as held by Alan B. Miller
Class B Common Stock	03/05/2019	<u>J⁽¹⁾</u>	44,896	D	\$ 0	0		I	MDM 2014 LLC held by The Marc Daniel Miller 2017 GRAT
Class B Common Stock	03/05/2019	<u>J⁽¹⁾</u>	44,896	A	\$ 0	44,896		I	MDM 2014 LLC as held by Alan B. Miller
Class B Common Stock						1,130,445		D	
Class B Common Stock						51,933		I	AMK 2014 LLC as held by The Abby Miller King 2018 GRAT
Class B Common Stock						16,748		I	AMK 2014 LLC held by The Abby Danielle Miller 2002 Trust
Class B Common Stock						55,763		I	By The Abby Miller King 2011 Family Trust
Class B Common Stock						131,097		I	MDM 2014 LLC as held by The Marc Daniel Miller 2018 GRAT
Class B Common						24,007		I	MDM 2014 LLC held by

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Stock							The Marc Daniel Miller 2002 Trust
Class B Common Stock				51,933	I		MS 2014 LLC as held by The Marni Spencer 2018 GRAT
Class B Common Stock				16,748	I		MS 2014 LLC held by The Marni Spencer 2002 Trust
Class B Common Stock				10,810	I		The Alan and Jill Miller Foundation
Class B Common Stock				59,900	I		The Marc Daniel Miller 2011 Family Trust
Class B Common Stock				55,763	I		The Marni Spencer 2011 Family Trust

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

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SEC 1474
(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 of Number of Shares
Class A Common	(2)	03/05/2019		J(1)	31,319	(3)	(4)	Class B Common	31,319

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Stock

Stock

Class A
Common
Stock

(2)

03/05/2019

J(1)

31,319

(5)

(6)

Class B
Common
Stock

31,319

Class A
Common
Stock

(2)

03/05/2019

J(1)

31,319

(3)

(4)

Class B
Common
Stock

31,319

Class A
Common
Stock

(2)

03/05/2019

J(1)

31,319

(5)

(6)

Class B
Common
Stock

31,319

Class A
Common
Stock

(2)

03/05/2019

J(1)

33,671

(3)

(4)

Class B
Common
Stock

33,671

Class A
Common
Stock

(2)

03/05/2019

J(1)

33,671

(5)

(6)

Class B
Common
Stock

33,671

Class A
Common
Stock

(2)

(7)

(6)

Class B
Common
Stock

4,155,200

Class A
Common
Stock

(2)

(3)

(8)

Class B
Common
Stock

400,000

Class A Common Stock	<u>(2)</u>		<u>(3)</u>	<u>(4)</u>	Class B Common Stock	16,74
Class A Common Stock	<u>(2)</u>		<u>(3)</u>	<u>(4)</u>	Class B Common Stock	51,93
Class A Common Stock	<u>(2)</u>		<u>(3)</u>	<u>(4)</u>	Class B Common Stock	98,32
Class A Common Stock	<u>(2)</u>		<u>(3)</u>	<u>(4)</u>	Class B Common Stock	18,00
Class A Common Stock	<u>(2)</u>		<u>(3)</u>	<u>(4)</u>	Class B Common Stock	51,93

Class A Common Stock	(2)	(3)	(4)	Class B Common Stock	16,74
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Class A Common Stock	(2)	(7)	(4)	Class B Common Stock	258,63
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLER ALAN B UNIVERSAL HEALTH SERVICES, INC. 367 SOUTH GULPH ROAD KING OF PRUSSIA, PA 19406	X	X	Chairman and CEO	

Signatures

/s/ Alan B. Miller 03/07/2019

**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 5, 2019, The Marc Daniel Miller 2017 GRAT distributed a 22.44772% interest in MDM 2014 LLC to Alan B. Miller, The Abby Miller King 2017 GRAT distributed a 31.32029% interest in AMK 2014 LLC to Alan B. Miller, and The Marni Spencer 2017 GRAT distributed a 31.32029% interest in AMK 2014 LLC to Alan B. Miller. The shares reflected represent the amount of shares held by each LLC as represented by the percentage LLC interests distributed. Mr. Miller's pecuniary interest in these shares is unchanged. All distributions hereinbefore described were made pursuant to the terms of the Trust Agreement creating each 2017 GRAT. Each 2017 GRAT is now terminated
 - (2) The Class A Common Stock is convertible into Class B Common Stock on a share for share basis.
 - (3) Immediately.
 - (4) Not Applicable.
 - (5) immediately
 - (6) Not Applicable
 - (7) Immediately
 - (8) Not applicable.
 - (9) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.