

MILLER ALAN B
Form 4
May 02, 2018

FORM 4

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

OMB APPROVAL

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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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
04/30/2018

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

UNIVERSAL HEALTH SERVICES, INC., 367 SOUTH GULPH ROAD

(Street)

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

KING OF PRUSSIA, PA 19406

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class B Common Stock	04/30/2018		J(1)(2)		22,259	D	\$ 0
	04/30/2018		J(1)(2)		20,369	A	\$ 0
					1,125,432	D	

AMK
2014
LLC held
by The
Abby
Miller
King
2015
GRAT

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Class B Common Stock									AMK 2014 LLC held by The Abby Danielle Miller 2002 Trust
Class B Common Stock	04/30/2018	<u>J(1)(2)</u>	1,890	A	\$ 0	16,748	I		MDM 2014 LLC held by The Marc Daniel Miller 2015 GRAT
Class B Common Stock	04/30/2018	<u>J(1)(2)</u>	22,259	D	\$ 0	0	I		
Class B Common Stock	04/30/2018	<u>J(1)(2)</u>	20,369	A	\$ 0	1,145,801	D		
Class B Common Stock	04/30/2018	<u>J(1)(2)</u>	1,890	A	\$ 0	24,007	I		MDM 2014 LLC held by The Marc Daniel Miller 2002 Trust ⁽⁸⁾
Class B Common Stock	04/30/2018	<u>J(1)(2)</u>	22,259	D	\$ 0	0	I		MS 2014 LLC held by The Marni Spencer 2015 GRAT
Class B Common Stock	04/30/2018	<u>J(1)(2)</u>	20,369	A	\$ 0	1,166,170	D		
Class B Common Stock	04/30/2018	<u>J(1)(2)</u>	1,890	A	\$ 0	16,748	I		MS 2014 LLC held by The Marni

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Class B Common Stock	04/30/2018	<u>J⁽³⁾</u>	31,564	D	\$ 0	31,319	I	Spencer 2002 Trust AMK 2014 LLC held by The Abby Miller King 2017 GRAT
Class B Common Stock	04/30/2018	<u>J⁽³⁾</u>	31,564	A	\$ 0	1,197,734	D	
Class B Common Stock	04/30/2018	<u>J⁽³⁾</u>	31,562	D	\$ 0	44,896	I	MDM 2014 LLC held by The Marc Daniel Miller 2017 GRAT ⁽⁸⁾
Class B Common Stock	04/30/2018	<u>J⁽³⁾</u>	31,562	A	\$ 0	1,229,296	D	
Class B Common Stock	04/30/2018	<u>J⁽³⁾</u>	31,564	D	\$ 0	31,319	I	MS 2014 LLC held by The Marni Spencer 2017 GRAT
Class B Common Stock	04/30/2018	<u>J⁽³⁾</u>	31,564	A	\$ 0	1,260,860	D	
Class B Common Stock	04/30/2018	<u>J⁽⁴⁾</u>	51,933	D	\$ 0	1,208,927	D	
Class B Common Stock	04/30/2018	<u>J⁽⁴⁾</u>	51,933	A	\$ 0	51,933	I	AMK 2014 LLC held by The Abby Miller King

2018
GRAT

Class B
Common Stock 04/30/2018 J⁽⁴⁾ 51,931 D \$ 0 1,156,996 D

Class B
Common Stock 04/30/2018 J⁽⁹⁾ 100,000 D \$ 114.49 1,056,996 D

Class B
Common Stock 04/30/2018 J⁽⁹⁾ 100,000 A \$ 114.49 200,000 I

MDM
2014
LLC

MDM
2014
LLC held
by The
Marc
Daniel
Miller
2018
GRAT

Class B
Common Stock 04/30/2018 J⁽⁴⁾ 131,097 A \$ 0 131,097 I

Class B
Common Stock 04/30/2018 J⁽⁴⁾ 51,933 D \$ 0 1,005,063 D

Class B
Common Stock 04/30/2018 J⁽⁴⁾ 51,933 A \$ 0 51,933 I

MS 2014
LLC held
by The
Marni
Spencer
2018
GRAT

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 Number

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								Shares
Class A Common Stock	<u>(4)</u>	04/30/2018	<u>J(1)(2)</u>	22,259	<u>(6)</u>	<u>(7)</u>	Class B Common Stock	22,259
Class A Common Stock	<u>(4)</u>	04/30/2018	<u>J(1)(2)</u>	20,369	<u>(6)</u>	<u>(7)</u>	Class B Common Stock	20,369
Class A Common Stock	<u>(1) (2)</u>	04/30/2018	<u>J(1)(2)</u>	1,890	<u>(6)</u>	<u>(7)</u>	Class B Common Stock	1,890
Class A Common Stock	<u>(4)</u>	04/30/2018	<u>J(1)(2)</u>	33,388	<u>(6)</u>	<u>(7)</u>	Class B Common Stock	33,388
Class A Common Stock	<u>(4)</u>	04/30/2018	<u>J(1)(2)</u>	30,553	<u>(6)</u>	<u>(7)</u>	Class B Common Stock	30,553
Class A Common Stock	<u>(1) (2)</u>	04/30/2018	<u>J(1)(2)</u>	2,835	<u>(6)</u>	<u>(7)</u>	Class B Common Stock	2,835
Class A Common Stock	<u>(4)</u>	04/30/2018	<u>J(1)(2)</u>	22,259	<u>(6)</u>	<u>(7)</u>	Class B Common Stock	22,259

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Class A Common Stock	<u>(5)</u>	04/30/2018	J <u>(1)(2)</u>	20,369	<u>(6)</u>	<u>(7)</u>	Class B Common Stock	20,369
Class A Common Stock	<u>(1) (2)</u>	04/30/2018	J <u>(1)(2)</u>	1,890	<u>(6)</u>	<u>(7)</u>	Class B Common Stock	1,890
Class A Common Stock	<u>(5)</u>	04/30/2018	J <u>(3)</u>	31,564	<u>(6)</u>	<u>(7)</u>	Class B Common Stock	31,564
Class A Common Stock	<u>(5)</u>	04/30/2018	J <u>(3)</u>	31,564	<u>(6)</u>	<u>(7)</u>	Class B Common Stock	31,564
Class A Common Stock	<u>(5)</u>	04/30/2018	J <u>(3)</u>	47,343	<u>(6)</u>	<u>(7)</u>	Class B Common Stock	47,343
Class A Common Stock	<u>(5)</u>	04/30/2018	J <u>(3)</u>	47,343	<u>(6)</u>	<u>(7)</u>	Class B Common Stock	47,343
Class A Common Stock	<u>(5)</u>	04/30/2018	J <u>(3)</u>	31,564	<u>(6)</u>	<u>(7)</u>	Class B Common Stock	31,564
Class A Common Stock	<u>(5)</u>	04/30/2018	J <u>(3)</u>	31,564	<u>(6)</u>	<u>(7)</u>	Class B Common Stock	31,564

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Class A Common Stock	<u>(5)</u>	04/30/2018	<u>J(4)</u>	51,933	<u>(6)</u>	<u>(7)</u>	Class B Common Stock	51,933
Class A Common Stock	<u>(5)</u>	04/30/2018	<u>J(4)</u>	51,933	<u>(6)</u>	<u>(7)</u>	Class B Common Stock	51,933
Class A Common Stock	<u>(5)</u>	04/30/2018	<u>J(4)</u>	77,896	<u>(6)</u>	<u>(7)</u>	Class B Common Stock	77,896
Class A Common Stock	<u>(5)</u>	04/30/2018	<u>J(4)</u>	98,324	<u>(6)</u>	<u>(7)</u>	Class B Common Stock	98,324
Class A Common Stock	<u>(5)</u>	04/30/2018	<u>J(4)</u>	51,933	<u>(6)</u>	<u>(7)</u>	Class B Common Stock	51,933
Class A Common Stock	<u>(5)</u>	04/30/2018	<u>J(4)</u>	51,933	<u>(6)</u>	<u>(7)</u>	Class B Common Stock	51,933
Class A Common Stock	<u>(5)</u>				<u>(6)</u>	<u>(7)</u>	Class B Common Stock	400,000
Class A Common Stock	<u>(5)</u>				<u>(6)</u>	<u>(7)</u>	Class B Common Stock	258,600

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 05/02/2018

**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 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 Marni Spencer 2015 GRAT distributed a 20.369.04% interest of MS 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. 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 Marni Spencer 2015 GRAT distributed a 1.88952% interest in MS 2014 LLC to The Marni Spencer 2002 Trust.

(2) (Continued From footnote 1) All distributions hereinbefore described were made pursuant to the terms of the Trust Agreement creating each 2015 GRAT. Each 2015 GRAT has now terminated.

(3) 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 Marni 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. Mr. Miller's pecuniary interest in these shares is unchanged.

(4) On April 30, 2018, Alan B. Miller contributed a 65.54866% 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 Marni Spencer 2018 GRAT. The shares reflected represent the amount of shares held by each LLC as represented by the percentage LLC interests contributed. Mr. Miller's pecuniary interest in these shares is unchanged.

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

(6) Immediately

(7) Not Applicable

(8) 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 2017 GRAT and the Marc Daniel Miller 2002 Trust, respectively.

(9) 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.

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.