

PANTALEONI ANTHONY
Form 4
March 23, 2010

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 *
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)

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

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

FULBRIGHT & JAWORSKI LLP, 666 FIFTH AVENUE

(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

NEW YORK, NY 10103

(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
Class B Common Stock							7,560	I
								The AP-2 2010 GRAT Trustee F/b/o Family

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

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 control number.

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
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
Class C Common Stock	(3)	03/12/2010		J(1)	V		2,192	(3)	(3)	Class B Common Stock	2,192
Class C Common Stock	(3)	03/12/2010		J(1)	V		2,192	(3)	(3)	Class B Common Stock	2,192

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

03/23/2010

**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, 12,228 shares of Class B Common Stock and 2,192 shares of Class C 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.

(3) The Class C 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.