

Miller Marc D
Form 4
May 02, 2018

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 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)

(Last) (First) (Middle)

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

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

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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|-----------------------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Class B Common Stock | 04/30/2018 | | J(2)(3) | | 22,259 | D | \$ 0 0 | AMK 2014 LLC held by The Abby Miller King 2015 GRAT |
| Class B Common Stock | 04/30/2018 | | J(2)(3) | | 22,259 | D | \$ 0 0 | MDM 2014 LLC held by |

Edgar Filing: Miller Marc D - Form 4

| | | | | | | | | |
|----------------------------|------------|----------------|---------|---|------|---------|---|-----------------------------------------------------------------------------------------------------------------------|
| Class B Common Stock | 04/30/2018 | <u>J(2)(3)</u> | 22,259 | D | \$ 0 | 0 | I | The Marc Daniel Miller 2015 GRAT MS 2014 LLC held by The Marni Spencer 2015 GRAT |
| Class B Common Stock | 04/30/2018 | <u>J(13)</u> | 100,000 | A | \$ 0 | 200,000 | I | MDM 2014 LLC |
| Class B Common Stock | 04/30/2018 | <u>J(2)(3)</u> | 1,890 | A | \$ 0 | 16,748 | I | AMK 2014 LLC held by The Abby Danielle Miller 2002 Trust |
| Class B Common Stock | 04/30/2018 | <u>J(2)(3)</u> | 1,890 | A | \$ 0 | 24,007 | I | MDM 2014 LLC held by The Marc Daniel Miller 2002 Trust ⁽¹²⁾ |
| Class B Common Stock | 04/30/2018 | <u>J(2)(3)</u> | 1,890 | A | \$ 0 | 16,748 | I | MS 2014 LLC held by The Marni Spencer 2002 Trust |
| Class B Common Stock | 04/30/2018 | <u>J(4)</u> | 31,564 | D | \$ 0 | 31,319 | I | AMK 2014 LLC held by The Abby Miller King 2017 GRAT |
| Class B Common | 04/30/2018 | <u>J(4)</u> | 31,562 | D | \$ 0 | 44,896 | I | MDM 2014 LLC |

Edgar Filing: Miller Marc D - Form 4

| | | | | | | | | |
|----------------------------|------------|------------------------|---------|---|------|-----------------------|---|----------------------------------------------------------------------------|
| Stock | | | | | | | | held by The Marc Daniel Miller 2017 GRAT ⁽¹²⁾ |
| Class B Common Stock | 04/30/2018 | <u>J⁽⁴⁾</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⁽⁵⁾</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 | <u>J⁽⁵⁾</u> | 131,097 | A | \$ 0 | 131,097 | I | MDM 2014 LLC held by The Marc Daniel Miller 2018 GRAT |
| Class B Common Stock | 04/30/2018 | <u>J⁽⁵⁾</u> | 51,933 | A | \$ 0 | 51,933 | I | The MS 2014 LLC held by Marni Spencer 2018 GRAT |
| Class B Common Stock | | | | | | 112,615 | D | |
| Class B Common Stock | | | | | | 55,763 ⁽⁶⁾ | I | The Abby Miller King 2011 Family Trust |
| Class B Common Stock | | | | | | 59,900 ⁽⁶⁾ | I | The Marc Daniel Miller 2011 |

| | | | |
|----------------------------|------------------------|---|------------------------------------------------------------------------|
| Class B Common Stock | 55,763 ⁽⁶⁾ | I | Family Trust The Marni Spencer 2011 Family Trust |
| Class B Common Stock | 43,247 ⁽¹¹⁾ | I | 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.

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 | Title | Amount Number Shares |
| Class A Common Stock | ⁽¹⁾ | 04/30/2018 | | J ⁽²⁾ (3) | | | 22,259 | ⁽⁷⁾ | ⁽⁸⁾ | Class B Common Stock | 22,259 |

Edgar Filing: Miller Marc D - Form 4

| | | | | | | | | |
|----------------------------|------------|------------|-----------------|--------|------------|------------|----------------------------|--------|
| Class A Common Stock | <u>(1)</u> | 04/30/2018 | J <u>(2)(3)</u> | 33,388 | <u>(7)</u> | <u>(8)</u> | Class B Common Stock | 33,388 |
| Class A Common Stock | <u>(1)</u> | 04/30/2018 | J <u>(2)(3)</u> | 22,259 | <u>(7)</u> | <u>(8)</u> | Class B Common Stock | 22,259 |
| Class A Common Stock | <u>(1)</u> | 04/30/2018 | J <u>(2)(3)</u> | 1,890 | <u>(7)</u> | <u>(8)</u> | Class B Common Stock | 1,890 |
| Class A Common Stock | <u>(1)</u> | 04/30/2018 | J <u>(2)(3)</u> | 2,835 | <u>(7)</u> | <u>(8)</u> | Class B Common Stock | 2,835 |
| Class A Common Stock | <u>(1)</u> | 04/30/2018 | J <u>(2)(3)</u> | 1,890 | <u>(7)</u> | <u>(8)</u> | Class B Common Stock | 1,890 |
| Class A Common Stock | <u>(1)</u> | 04/30/2018 | J <u>(4)</u> | 31,564 | <u>(7)</u> | <u>(8)</u> | Class B Common Stock | 31,564 |

Edgar Filing: Miller Marc D - Form 4

| | | | | | | | | |
|----------------------------|------------|------------|--------------|--------|------------|------------|----------------------------|---------|
| Class A Common Stock | <u>(1)</u> | 04/30/2018 | J <u>(4)</u> | 47,343 | <u>(7)</u> | <u>(8)</u> | Class B Common Stock | 47,343 |
| Class A Common Stock | <u>(1)</u> | 04/30/2018 | J <u>(4)</u> | 31,564 | <u>(7)</u> | <u>(8)</u> | Class B Common Stock | 31,564 |
| Class A Common Stock | <u>(1)</u> | 04/30/2018 | J <u>(5)</u> | 51,933 | <u>(7)</u> | <u>(8)</u> | Class B Common Stock | 51,933 |
| Class A Common Stock | <u>(1)</u> | 04/30/2018 | J <u>(5)</u> | 98,324 | <u>(7)</u> | <u>(8)</u> | Class B Common Stock | 98,324 |
| Class A Common Stock | <u>(1)</u> | 04/30/2018 | J <u>(5)</u> | 51,933 | <u>(7)</u> | <u>(8)</u> | Class B Common Stock | 51,933 |
| Class A Common Stock | <u>(1)</u> | | | | <u>(7)</u> | <u>(8)</u> | Class B Common Stock | 532,100 |

| | | | | | |
|----------------------------|-----|-----|-----|----------------------------|-------|
| Class A Common Stock | (1) | (7) | (8) | Class B Common Stock | 118,9 |
| Class A Common Stock | (1) | (7) | (8) | Class B Common Stock | 118,9 |
| 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

04/30/2018

**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) The Class A Common Stock is convertible into Class B Common Stock on a share for share basis.
 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 20.36904% interest of MS 2014 LLC to Alan B. Miller. 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.
 (Continued from Footnote 2) All of the distributions hereinbefore described were made pursuant to the terms of the Trust Agreement creating each 2015 GRAT. Each 2015 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 2015 GRAT and The Marc Daniel Miller 2002 Trust, and each LLC other than MDM 2014 LLC.
- (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. 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 2017 GRAT and each LLC other than MDM 2014 LLC.
- (4) On April 30, 2018, Alan B. Miller contributed a 65.548664% 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. 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 2018 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) Immediately
- (7) Not Applicable
- (8) 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) 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 2002 Trust, respectively.
- (12) 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.
- (13)

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.