UNITED NATURAL FOODS INC

Form 4

September 12, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Washington, D.C. 20549

Form 5 obligations may continue. See Instruction See Instruction 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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading TESTA CHRISTOPHER P. Issuer Symbol UNITED NATURAL FOODS INC (Check all applicable) [UNFI] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner _X__ Officer (give title _ Other (specify (Month/Day/Year) below) C/O UNFI, 313 IRON HORSE WAY 09/10/2013 President, Blue Marble Brands (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting PROVIDENCE, RI 02908 Person

(City)	(State)	(Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			d of (D)	5. Amount of Securities Beneficially Owned Following Reported	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	09/10/2013		M	1,437	A	\$0	2,705	D	
Common Stock	09/10/2013		F(1)	474	D	\$ 59.59	2,231	D	
Common Stock	09/10/2013		A(2)	1,364	A	\$ 0	3,595	D	
Common Stock	09/10/2013		F(3)	455	D	\$ 60.31	3,140	D	
Common Stock	09/11/2013		M	1,647	A	\$ 0	4,787	D	

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Common Stock	09/11/2013	F(4)	550	D	\$ 58.81	4,237	D		
Common Stock						168	I	See footnote (5)	
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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ative Expiration Date s (Month/Day/Year) l		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code V	(A) ((D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0 (6)	09/10/2013		M	1,	437	<u>(7)</u>	09/10/2014(7)	Common Stock	1,437
Restricted Stock Unit	\$ 0 (6)	09/11/2013		M	1,0	647	<u>(7)</u>	<u>(7)</u>	Common Stock	1,647

Reporting Owners

Reporting Owner Name / Address	Relationships								
	Director	10% Owner	Officer	Other					
TESTA CHRISTOPHER P. C/O UNFI 313 IRON HORSE WAY PROVIDENCE, RI 02908			President, Blue Marble Brands						

Signatures

Lisa N'Chonon, Power-of-Attorney, 09/12/2013 in-fact

**Signature of Reporting Person Date

Reporting Owners 2

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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 September 10, 2013, 1,437 shares of United Natural Foods, Inc. (the "Company") restricted stock units vested. The Company retained 474 shares on that date to satisfy certain tax withholding obligations in connection with the vesting.
 - On September 10, 2013, the Compensation Committee of the Board of Directors of United Natural Foods, Inc. (the "Company") reviewed the Company's total shareholder return versus a peer group and return on invested capital for fiscal 2013 (the "Performance Period") in
- (2) comparison to performance targets with respect to performance units awarded to the reporting person on September 12, 2011. After reviewing the Company's financial performance in comparison to the performance targets, the Compensation Committee approved the vesting of 1,364 performance units and the resulting issuance of 1,364 shares of the Company's Common Stock to the reporting person, both of which were effective as of the last day of the Performance Period.
- Following the Compensation Committee's determination regarding the vesting of the performance units described in footnote 2, the (3) Company retained 455 of the shares issuable to the reporting person to satisfy the related tax withholding obligations based on the Company's closing stock price on the last day of the Performance Period.
- (4) On September 11, 2013, 1,647 shares of United Natural Foods, Inc. (the "Company") restricted stock units vested. The Company retained 550 shares on that date to satisfy certain tax withholding obligations in connection with the vesting.
- (5) Represents 168 shares of common stock allocated to the reporting person under the United Natural Foods, Inc. Employee Stock Ownership Plan as of September 9, 2013.
- (6) Each restricted stock unit represents the right to receive one share of United Natural Foods, Inc. common stock upon vesting in accordance with the terms of the reporting person's restricted stock unit agreement.
- (7) The restricted stock units vest in four equal annual installments beginning on the first anniversary of the date of grant.

 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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