UNITED NATURAL FOODS INC

Form 4/A October 08, 2014

FORM 4

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB

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Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005

Form 4 or Form 5 obligations may continue.

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

Washington, D.C. 20549

SECURITIES

burden hours per response... 0.5

See Instruction 1(b).

Stock

Stock

Common

(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 DZIKI THOMAS A 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) below) C/O UNITED NATURAL FOODS. 09/19/2014 **CHRSO** INC., 313 IRON HORSE WAY (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 09/23/2014 Form filed by More than One Reporting PROVIDENCE, RI 02908 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned (Instr. 4) (Instr. 4) Following Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common

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)

13,722

2,598

D

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See

footnote (1)

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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. Transactio Code (Instr. 8)	5. Number proof 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 Lunderlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	<u>(3)</u>	09/19/2014		A	3,590	<u>(4)</u>	<u>(4)</u>	Common Stock	3,590
Employee Stock Option (right to buy)	\$ 64.55 (5)	09/19/2014		A	4,350	<u>(6)</u>	09/19/2024(6)	Common Stock	4,350

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

DZIKI THOMAS A C/O UNITED NATURAL FOODS, INC. 313 IRON HORSE WAY PROVIDENCE, RI 02908

CHRSO

Signatures

Lisa N'Chonon, Power-of-Attorney,

in fact 10/08/2014

**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).
 - Includes 2,578 shares of common stock allocated to the reporting person under the United Natural Foods, Inc. Employee Stock
- (1) Ownership Plan and 20 shares of common stock allocated to the reporting person under the United Natural Foods, Inc. 401(k) Plan's UNFI Stock Fund as of September 19, 2014.
- (2) Restricted stock units awarded September 19, 2014.
- (3) 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.

Reporting Owners 2

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- (4) The restricted stock units vest in four equal annual installments beginning on the first anniversary of the date of grant.
- (5) United Natural Foods, Inc.'s closing price on the NASDAQ National Market on the date of grant.
- (6) The stock options vest and becomes exercisable in four equal annual installments beginning on the first anniversary of the date of grant and expire on the tenth anniversary of the date of grant.

Remarks:

Form 4/A filed to adjust the number of employee stock options granted on September 19, 2014 as a result of an error in the op 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.