

UNITED NATURAL FOODS INC  
 Form 4  
 September 20, 2016

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
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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 \*  
 SMITH CRAIG HARDER

2. Issuer Name and Ticker or Trading Symbol  
 UNITED NATURAL FOODS INC  
 [UNFI]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 C/O UNITED NATURAL FOODS, INC., 313 IRON HORSE WAY  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 09/16/2016

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 SVP, Fresh Sales

PROVIDENCE, RI 02908

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 09/16/2016                           |  | M                              |   | 1,000   | A  | \$ 0<br>(1)                       |
| Common Stock                    | 09/16/2016                           |  | F(2)                           |   | 333   | D  | \$ 38.7                           |
| Common Stock                    | 09/17/2016                           |  | M                              |   | 1,333   | A  | \$ 0<br>(1)                       |
| Common Stock                    | 09/17/2016                           |  | F(3)                           |   | 443   | D  | \$ 38.7                           |
| Common Stock                    |                                      |  |                                |   |   |  | 161                               |
|                                 |                                      |  |                                |   |   | I  | See footnote (4)                  |

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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) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Unit <u>(5)</u>           | <u>(6)</u>   | 09/16/2016                           |  | M                              | 1,000   | <u>(7)</u> / <u>(7)</u>                                  | Common Stock  | 1,000   |
| Restricted Stock Unit <u>(8)</u>           | <u>(6)</u>   | 09/17/2016                           |  | M                              | 1,333   | <u>(7)</u> / <u>(7)</u>                                  | Common Stock  | 1,333   |

**Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |                  |       |
|--|---------------|-----------|------------------|-------|
|  | Director      | 10% Owner | Officer          | Other |
| SMITH CRAIG HARDER<br>C/O UNITED NATURAL FOODS, INC.<br>313 IRON HORSE WAY<br>PROVIDENCE, RI 02908 |               |           | SVP, Fresh Sales |       |

**Signatures**

Lisa N'Chonon, Power-of-Attorney,  
in fact  
\*\*Signature of Reporting Person  
09/20/2016  
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) Restricted stock units convert into common stock on a one-for-one basis. Accordingly, there was no purchase price paid by the reporting person.

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- (2) On September 16, 2016, 1,000 shares of United Natural Foods, Inc. (the "Company") restricted stock units vested. The Company retained 333 shares on that date to satisfy certain tax withholding obligations in connection with the vesting.
- (3) On September 17, 2016, 1,333 shares of United Natural Foods, Inc. (the "Company") restricted stock units vested. The Company retained 443 shares on that date to satisfy certain tax withholding obligations in connection with the vesting.
- (4) Includes 161 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 15, 2016.
- (5) Restricted stock units awarded September 16, 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.
- (8) Restricted stock units awarded September 17, 2015.

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.