

Traficanti Joseph J
Form 4
May 21, 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 *
Traficanti Joseph J

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Senior Vice President

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

3. Date of Earliest Transaction (Month/Day/Year)
05/17/2018

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 Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------|---|-------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 05/17/2018 | | M ⁽¹⁾ | | 4,875 | A | \$ 25.45 | 9,755 | D | |
| Common Stock | 05/17/2018 | | M ⁽¹⁾ | | 1,717 | A | \$ 37.82 | 11,472 | D | |
| Common Stock | 05/17/2018 | | S ⁽¹⁾ | | 6,680 | D | \$ 47.11 <u>(2)</u> | 4,792 | D | |
| Common Stock | | | | | | | | 1,076 | I | See footnote <u>(3)</u> |

Edgar Filing: Traficanti Joseph J - Form 4

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (right to buy) | \$ 25.45 (4) | 05/17/2018 | | M(1) | 4,875 | (5) 06/19/2019 | Common Stock | 4,875 |
| Employee Stock Option (right to buy) | \$ 37.82 (4) | 05/17/2018 | | M(1) | 1,717 | (5) 09/12/2021 | Common Stock | 1,717 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Traficanti Joseph J
C/O UNITED NATURAL FOODS, INC.
313 IRON HORSE WAY
PROVIDENCE, RI 02908

Senior Vice President

Signatures

Joseph McGrail, Power-of-Attorney,
in fact

05/21/2018

__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) Acquired as a result of exercising stock options pursuant to Rule 10b5-1 Trading Plan. The exercise of the stock options and sale of shares of common stock reported on this Form 4 was effective pursuant to Rule 10b5-1 Trading Plan adopted by the reporting person on April 13, 2018.

(2) The transaction price listed is a weighted average. Actual sale prices for these dispositions ranged from \$47.00 to \$47.27. The reporting person undertakes to provide United Natural Foods, Inc., any security holder of United Natural Foods, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(3) Includes 1,076 shares of common stock allocated to the reporting person under the United Natural Foods, Inc. 401(k) Plan's UNFI Stock Fund as of May 18, 2018.

(4) United Natural Foods, Inc.'s closing price on the NASDAQ National Market on the date of grant.

(5) 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.

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.