UNITED NATURAL FOODS INC

Form 4 June 25, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **GRAHAM GAIL A**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

UNITED NATURAL FOODS INC

(Check all applicable)

[UNFI]

(Last) (First) (Middle) 3. Date of Earliest Transaction

_X__ Director 10% Owner Other (specify Officer (give title

(Month/Day/Year) 09/12/2011

C/O UNITED NATURAL FOODS. INC., 313 IRON HORSE WAY

(Street)

(State)

(Zip)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

PROVIDENCE, RI 02908

(City)

(,)	(4)	Tab	le I - Non-l	Derivative	Secu	rities Acqui	rea, Disposed of,	or Beneficiali	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired (A) omr Disposed of (D) (Instr. 3, 4 and 5) (A) or			Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	09/12/2011		Code V M	Amount 1,064	(D)	Price \$ 0	9,469 (1)	D	
Common Stock	06/21/2012		S	2,128	D	\$ 51.2159 (2)	7,341	D	

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. Transactio Code (Instr. 8)	5. Numb orDerivation Securities Acquired Disposed (Instr. 3, 5)	ve es d (A) or d of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Share
Restricted Stock Unit	(3)	09/12/2011		A	3,192		<u>(4)</u>	<u>(4)</u>	Common Stock	3,1
Restricted Stock Unit	(3)	09/12/2011		M		1,064	<u>(4)</u>	<u>(4)</u>	Common Stock	1,0
Employee Stock Option (right to buy)	\$ 33.9 (5)	09/12/2011		A	2,660		<u>(6)</u>	09/12/2021(6)	Common Stock	2,6

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
GRAHAM GAIL A C/O UNITED NATURAL FOODS, INC. 313 IRON HORSE WAY PROVIDENCE, RI 02908	X					

Signatures

Lisa N'Chonon, Power-of-Attorney, 06/25/2012 in-fact

**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) This balance of shares is reflective of all transactions by the reporting person from the date of this transaction through June 20, 2012.
- (2) The transaction price listed is a weighted average. Actual sale prices for these dispositions ranged from \$51.18 to \$51.23.
- (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 award agreement.
- (4) The restricted stock units vest as follows: one-third vested on the date of grant, and the remaining two-thirds of the award vest in two equal annual installments beginning on the first anniversary of the date of grant.

Reporting Owners 2

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- (5) United Natural Foods, Inc.'s closing price on the NASDAQ National Market on September 12, 2011.
- (6) The stock options vest and becomes exercisable as follows: one third on the date of grant, with the remainder in two equal annual installments beginning on the first anniversary of the date of grant. The stock options 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.