

UNITED NATURAL FOODS INC
 Form 4
 April 04, 2006

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 *
 DZIKI THOMAS A

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)
 260 LAKE ROAD, PO BOX 999
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/31/2006

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Division President

DAYVILLE, CT 06241

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 03/31/2006 | | M | 2,500 A | \$ 10.23 7,600 | D | |
| Common Stock | 03/31/2006 | | M | 1,500 A | \$ 12.55 9,100 | D | |
| Common Stock | 03/31/2006 | | M | 5,000 A | \$ 18.655 14,100 | D | |
| Common Stock | 03/31/2006 | | S | 5,176 D | \$ 35 8,924 | D | |
| Common Stock | 03/31/2006 | | S | 2,000 D | \$ 35.02 6,924 | D | |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|----------------------|---|-------------------------|
| Common Stock | 03/31/2006 | S | 200 | D | \$ 35.03 | 6,724 | D | |
| Common Stock | 03/31/2006 | S | 1,624 | D | \$ 35.05 | 5,100 ⁽¹⁾ | D | |
| Common Stock | | | | | | 1,009 | I | See footnote <u>(2)</u> |

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.

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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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Option (right to buy) | \$ 10.23 | 03/31/2006 | | M | 2,500 | 06/07/2005 06/07/2012 | Common Stock | 2,500 | |
| Employee Stock Option (right to buy) | \$ 12.55 | 03/31/2006 | | M | 1,500 | 12/03/2005 12/03/2012 | Common Stock | 1,500 | |
| Employee Stock Option (right to buy) | \$ 18.655 | 03/31/2006 | | M | 5,000 | 12/03/2004 12/03/2013 | Common Stock | 5,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DZIKI THOMAS A 260 LAKE ROAD PO BOX 999 DAYVILLE, CT 06241 | | | Division President | |

Signatures

| | |
|------------------------------------|------------|
| Thomas A. Dziki | 04/04/2006 |
| **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) Represents (i) 1,500 shares of common stock owned by Mr. Dziki and (ii) 3,600 shares of restricted stock vesting in four equal installments beginning on December 8, 2006.

- (2) Includes (i) 553 shares of common stock allocated to Mr. Dziki under the United Natural Foods, Inc. Employee Stock Ownership Plan as of March 31, 2006 and (ii) 456 shares of common stock allocated to Mr. Dziki under the United Natural Foods, Inc. 401(k) plan's UNFI Stock Fund as of March 31, 2006. The price is based on the closing price of UNFI common stock on The Nasdaq National Market on March 31, 2006.

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.