UNITED NATURAL FOODS INC

Form 4

September 12, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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obligations

Check this box

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

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 * FUNK MICHAEL S

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to Issuer

UNITED NATURAL FOODS INC

(Month/Day/Year)

09/10/2011

(Check all applicable)

[UNFI]

(Last) (First) (Middle)

(Street)

3. Date of Earliest Transaction

_X__ Director Officer (give title

10% Owner Other (specify

C/O UNITED NATURAL FOODS,

INC., 313 IRON HORSE WAY

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)	(State)	(Zip) Tabl	e I - Non-D	Derivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities A Transaction(A) or Dispos Code (Instr. 3, 4 and (Instr. 8)			ed of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
			Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	09/10/2011		M	2,000	A	\$ 0	32,618	D	
Common Stock	09/10/2011		F <u>(1)</u>	734	D	\$ 37.95	31,884	D	
Common Stock	09/11/2011		M	2,400	A	\$ 0	34,284	D	
Common Stock	09/11/2011		F(1)	881	D	\$ 37.95	33,403	D	
Common Stock							1,641	I	See footnote

(2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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. Pr Deri Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	(3)	09/10/2011		M	2,000	<u>(4)</u>	<u>(4)</u>	Common Stock	2,000	\$
Restricted Stock Unit	<u>(3)</u>	09/11/2011		M	2,400	<u>(4)</u>	<u>(4)</u>	Common Stock	2,400	\$

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

IK MICHAEL S

FUNK MICHAEL S C/O UNITED NATURAL FOODS, INC. 313 IRON HORSE WAY PROVIDENCE, RI 02908



Signatures

Lisa N'Chonon, Power-of-Attorney, 09/12/2011

**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) On September 10 and September 11, 2011, 2,000 shares and 2,400 shares, respectively, of United Natural Foods, Inc. (the "Company") restricted stock units vested. The Company retained 734 and 881 shares on September 10 and September 11, 2011, respectively, to satisfy

Reporting Owners 2

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certain tax withholding obligations in connection with the vesting of such shares.

- (2) Includes 1,641 shares of common stock allocated to Mr. Funk under the United Natural Foods, Inc. Employee Stock Ownership Plan as of September 11, 2011.
- (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.
- (4) The restricted stock units vest 1/3 immediately, with the remaining 2/3 vesting in two equal annual installments beginning on the first 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.