#### UNITED NATURAL FOODS INC

Form 4/A

September 14, 2012

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

**OMB APPROVAL** 

OMB 3235-0287 Number:

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Check this box if no longer subject to Section 16. Form 4 or Form 5

**SECURITIES** 

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

obligations may continue. See Instruction

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

1(b).

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * SPINNER STEVEN			2. Issuer Name <b>and</b> Ticker or Trading Symbol UNITED NATURAL FOODS INC [UNFI]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)  C/O UNITED INC., 313 IRC			3. Date of Earliest Transaction (Month/Day/Year) 09/10/2012	_X_ Director 10% Owner _X_ Officer (give title Other (specify below)  President and CEO		
PROVIDENC	(Street)	3	4. If Amendment, Date Original Filed(Month/Day/Year) 09/12/2012	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficiall	y 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		
Common Stock	09/10/2012		M	5,918	A	\$0	100,275	D	
Common Stock	09/10/2012		F(1)	1,906	D	\$ 60.43	98,369	D	
Common Stock	09/11/2012		M	6,094	A	\$0	104,463	D	
Common Stock	09/11/2012		F(2)	2,602 (7)	D	\$ 55.24	101,861	D	

4,966

I

See

footnote

(3)

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. Transacti Code (Instr. 8)	5. Number of or 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	<u>(4)</u>	09/10/2012		M		5,918	(5)	(5)	Common Stock	5,918
Restricted Stock Unit	<u>(4)</u>	09/11/2012		M		6,094	<u>(5)</u>	<u>(5)</u>	Common Stock	6,094
Restricted Stock Unit	<u>(4)</u>	09/11/2012		D		2,031	<u>(5)</u>	<u>(5)</u>	Common Stock	2,031
Phantom Stock	\$ 0	09/11/2012		A(2)	2,031		<u>(6)</u>	<u>(6)</u>	Common Stock	2,031

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
SPINNER STEVEN C/O UNITED NATURAL FOODS, INC. 313 IRON HORSE WAY PROVIDENCE, RI 02908	X		President and CEO					
Signatures								
Lisa N'Chonon, Power-of-Attorney, in-fact	09/1	4/2012						
**Signature of Reporting Person	I	Date						

Reporting Owners 2

#### Edgar Filing: UNITED NATURAL FOODS INC - Form 4/A

### **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, 2012, 5,918 shares of United Natural Foods, Inc. (the "Company") restricted stock units vested. The Company retained 1,906 shares on that date to satisfy certain tax withholding obligations in connection with the vesting of such shares.
- On September 11, 2012, 8,125 shares of the Company's restricted stock units vested. Of these shares, the reporting person had previously (2) elected to defer 2,031 shares to the Company's Deferred Compensation Plan. The Company retained 2,602 shares on September 11, 2012 to satisfy certain tax withholding obligations in connection with the vesting of such shares.
- Includes 466 shares of common stock allocated to the reporting person under the United Natural Foods, Inc. Employee Stock Ownership (3) Plan as well as 1,500 shares held by a daughter(1) of the reporting person, 1,500 shares held by a daughter(2) of the reporting person, and 1,500 shares held by the brother of the reporting person, as custodian for a daughter(3) of the reporting person as of September 11, 2012.
- (4) 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.
- (5) The restricted stock units vest in four equal annual installments beginning on the first anniversary of the date of grant.
- (6) The security converts to common stock on a one-for-one basis subject to the terms of the United Natural Foods, Inc. Deferred Compensation Plan.
- Subsequent to the filing of the original Form 4 on September 12, 2012, and error was discovered in the calculation of tax withholding for (7) the reporting person, and therefore the number of shares to be withheld. As a result of this correction, the Form 4 has been amended to reflect the correct withholding of 2,602 shares rather than the 1,992 shares originally reported.

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.