Edgar Filing: Traficanti Joseph J - Form 4

| Traficanti Jo Form 4 | oseph J | | | | | | | | | | | |
|---|---------------------------|---|-----------------------|-------------------------------------|--|--|--|--|---|--|--|--|
| June 23, 200 |)9 | | | | | | | | | | | |
| FORM | | | CECU | DIFIER | | | E COMMISSION | Т | PPROVAL | | | |
| | Nomber: | 3235-0287 | | | | | | | | | | |
| Check this box if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF | | | | | | | | | January 31, 2005 | | | |
| subject t Section Form 4 o | 16. | IENI UI | WNEKSHIP OF | Estimated burden hou response | d average ours per | | | | | | | |
| Form 5 obligation may con <i>See</i> Instr 1(b). | ons Section 17(| a) of the l | Public U | Jtility Ho | lding Co | | inge Act of 1934, t of 1935 or Section 1940 | | | | | |
| (Print or Type | Responses) | | | | | | | | | | | |
| 1. Name and A Traficanti J | Person [*] | 2. Issuer Name and Ticker or Trading Symbol | | | | 5. Relationship of Reporting Person(s) to Issuer | | | | | | |
| | | UNITED NATURAL FOODS INC [UNFI] | | | | | (Che | (Check all applicable) | | | | |
| (Last) | Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | | | | Director 10% Owner Officer (give title Other (specify below) below) | | | | | | |
| | ED NATURAL F LAKE ROAD | OODS, | 06/19/2 | 2009 | | | below) SVP, G | eneral Counsel, | CCO | | | |
| (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | al | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | | | | |
| | E, CT 06241 | | | | | | Person | wore than one R | eporting | | | |
| (City) | (State) | (Zip) | Tal | ole I - Non- | Derivative | e Securities A | Acquired, Disposed | of, or Beneficia | lly Owned | | | |
| | | Execution any | ecution Date, if y | | 4. Securities ionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or | | Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | |
| | | | | Code V | Amount | | (Instr. 3 and 4) | | | | | |
| Reminder: Rej | port on a separate line | e for each cl | ass of sec | urities bene | - | | - | | | | | |
| | | | | | inforı requi | nation con red to resp ays a curre | spond to the colle tained in this form ond unless the fo ently valid OMB co | n are not rm | SEC 1474 (9-02) | | | |
| | Tab | | | | | sposed of, or convertible | Beneficially Owned securities | d | | | | |

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Number of | 6. Date Exercisable and | 7. Title and Amount of |
|-------------|------------|---------------------|--------------------|-----------|--------------|-------------------------|------------------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orDerivative | Expiration Date | Underlying Securities |

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| Security (Instr. 3) | or Exercise Price of Derivative Security | | any (Month/Day/Year) | Code (Instr. 8) | Acquired or Dispos (D) | (Instr. 3, 4, | | /Year) | (Instr. 3 and 4) | |
|--|---|------------|-------------------------|--------------------|------------------------------|---------------|---------------------|--------------------|------------------|-------------------------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Unit | <u>(4)</u> | 06/19/2009 | | А | 11,550 | | <u>(1)</u> | <u>(1)</u> | Common Stock | 11,550 |
| Employee Stock Option (right to buy) | \$ 25.45 | 06/19/2009 | | A | 9,750 | | (2) | 06/19/2019 | Common Stock | 9,750 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|------------|---------------------------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| Traficanti Joseph J C/O UNITED NATURAL FOODS, INC. 260 LAKE ROAD DAYVILLE, CT 06241 | | | SVP, General Counsel, CCO | | | | |
| Signatures | | | | | | | |
| Mark E. Shamber (Power of Attorney, in fact) | | 06/23/2009 | | | | | |
| **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) The restricted stock units vest in four equal annual installments beginning on the first anniversary of the date of grant.
- (2) The stock option vests and becomes exercisable in four equal annual installments beginning on the first anniversary of the date of grant.
- (3) United Natural Foods, Inc.'s closing price on the NASDAQ National Market on June 19, 2009.
- (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 Mr. Traficanti's restricted unit award agreement.

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.