Traficanti Joseph J Form 4/A July 10, 2009

## FORM 4

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

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 \*

Traficanti Joseph J

Symbol

UNITED NATURAL FOODS INC

3. Date of Earliest Transaction

2. Issuer Name and Ticker or Trading

[UNFI]

(Last) (First) (Middle)

> (Month/Day/Year) 06/19/2009

C/O UNITED NATURAL FOODS. INC., 260 LAKE ROAD

(Street)

(State)

Filed(Month/Day/Year)

06/23/2009

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

Director 10% Owner Other (specify X\_ Officer (give title

SVP, General Counsel, CCO

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

DAYVILLE, CT 06241

(City)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Zip)

(Month/Day/Year)

4. Securities 3. TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(e.g., puts, calls, warrants, options, convertible securities)

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership Form: Direct (I) (Instr. 4)

Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

SEC 1474

(9-02)

7. Nature of

(A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Conversion 3. Transaction Date 3A. Deemed

5. Number

6. Date Exercisable and (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

7. Title and Amount of 8 Underlying Securities

1

#### Edgar Filing: Traficanti Joseph J - Form 4/A

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr.	8)	Securities Acquires (A) or Disposes (D) (Instr. 3 and 5)	uired or oosed of r. 3, 4,		'Year)	(Instr. 3 and	4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 25.45	06/19/2009		A		9,750		<u>(1)</u>	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)

07/10/2009

\*\*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 stock option vests and becomes exercisable in four equal annual installments beginning on the first anniversary of the date of grant.
- (2) United Natural Foods, Inc.'s closing price on the NASDAQ National Market on June 19, 2009.

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.

Reporting Owners 2