Edgar Filing: UNITED NATURAL FOODS INC - Form 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

UNITED NATURAL FOODS INC

Form 4

September 15, 2009

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

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

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

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 30(h) of the Investment Company Act of 1940

may continue. *See* Instruction

1(b).

(Print or Type Responses)

1. Name and A SIMONE TI	ddress of Reporting P HOMAS B	Symbol	UNITED NATURAL FOODS INC		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 260 LAKE I		fiddle) 3. Date o	f Earliest Transaction Day/Year) 009	X Director Officer (gi below)		% Owner eer (specify		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting PersonForm filed by More than One Reporting			
DAYVILLE	E, CT 06241		Person			eporting		
(City)	(State) (Z	Zip) Tab	le I - Non-Derivative Securities A	equired, Disposed	of, or Beneficia	lly 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 TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price	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)		
Common Stock				9,000	D			
Common Stock				30,000	I	See footnote (7)		

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

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SEC 1474

(9-02)

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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. Transactio Code (Instr. 8)	5. Numb orDerivati Securitie Acquired Disposed (Instr. 3, 5)	ve es d (A) or d of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 24.3 <u>(3)</u>	09/11/2009		A	3,080		<u>(1)</u>	09/11/2019	Common Stock	3,080
Restricted Stock Unit	<u>(2)</u>	09/11/2009		A	6,000		<u>(4)</u>	<u>(4)</u>	Common Stock	6,000
Restricted Stock Unit	<u>(2)</u>	09/11/2009		D		2,000	<u>(4)</u>	<u>(4)</u>	Common Stock	2,000
Phantom Stock	<u>(5)</u>	09/11/2009		A	2,000		(5)	<u>(5)</u>	Common Stock	2,000

Reporting Owners

Relationships					
Director	10% Owner	Officer	Other		
X					
		Director 10% Owner	Director 10% Owner Officer		

Signatures

Lisa N'Chonon, Power-of-Attorney,

in fact 09/15/2009

**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 as follows: one-third vests immediately and the remaining stock options become exercisable in two equal annual installments beginning on the first anniversary of the date of grant.
- (2) 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. Simone's restricted unit award agreement.
- (3) United Natural Foods, Inc.'s closing price on the NASDAQ National Market on September 11, 2009.

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- (4) The restricted stock units vest as follows: one-third vests on the date of grant and the remaining two-thirds of the award vest in two equal annual installments beginning on the first anniversary of the date of grant.
- (5) The security converts to common stock on a one-for-one basis subject to the terms of the United Natural Foods, Inc. Deferred Stock Plan.
- (6) Total of all phantom stock held by the reporting person in the United Natural Foods, Inc. Deferred Stock Plan.
- (7) Shares held by the Thomas B. Simone and Shirley A. Simone 1990 Family Trust 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.