#### **BEAUDRY MICHAEL**

Form 4

September 15, 2009

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

**OMB APPROVAL** 

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obligations

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

| (Print or Type R  | esponses)                      |   |  |                           |               |   |  |   |
|---|--------------------------------|---|--|---------------------------|---------------|---|--|---|
| 1. Name and Address of Reporting Person * BEAUDRY MICHAEL |                                |   | 2. Issuer Name and Ticker or Trading<br>Symbol<br>UNITED NATURAL FOODS INC<br>[UNFI] |                           |               | 5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  |  |   |
| (Last) 260 LAKE F   | (First)                        | (Middle)  | 3. Date of Earliest Transaction (Month/Day/Year) 09/11/2009                          |                           |               | Director 10% Owner Sylvantial of the control of |  |   |
|   | (Street)                       | (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 Person   |  |   |
| DAYVILLE  | , CT 06281                     |   |  |                           |               | Form filed by Person  | More than One Re   | porting   |
| (City)  | (State)                        | (Zip)   | Table  | e I - Non-Derivative Sec  | curities Acq  | uired, Disposed (   | of, or Beneficial  | ly Owned  |
| 1.Title of<br>Security<br>(Instr. 3)                      | 2. Transaction<br>(Month/Day/Y | Year) Execu   | eemed<br>tion Date, if<br>th/Day/Year)   |                           | A) or of (D)  | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4)  | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Common<br>Stock   |                                |   |  |                           |               | 5,292   | D  |   |
| Restricted<br>Common<br>Stock                             |                                |   |  |                           |               | 5,400 (6)   | D  |   |
| Common<br>Stock   |                                |   |  |                           |               | 10,369  | I  | See footnote (5)                                      |
| Reminder: Repo  | ort on a separate              | line for each   | class of secur   | rities beneficially owned | directly or i | ndirectly.  |  |   |
|   |                                |   |  | Persons                   | who resno     | and to the colle  | ction of S   | FC 1474   |

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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactio<br>Code<br>(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<br>Underlying Securities<br>(Instr. 3 and 4) |                                     |
|---|---|---|---|--|--|--|--------------------|---|-------------------------------------|
|   |   |   |   | Code V                                 | (A) (D)  | Date<br>Exercisable                                      | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Shares |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 24.3 (3)   | 09/11/2009                              |   | A                                      | 11,540   | <u>(1)</u>   | 09/11/2019         | Common<br>Stock   | 11,540                              |
| Restricted<br>Stock Unit                            | <u>(2)</u>  | 09/11/2009                              |   | A                                      | 15,232   | <u>(4)</u>   | <u>(4)</u>         | Common<br>Stock   | 15,232                              |

## **Reporting Owners**

| Reporting Owner Name / Address | Relationships |           |         |       |  |  |
|--------------------------------|---------------|-----------|---------|-------|--|--|
| 1 0                            | Director      | 10% Owner | Officer | Other |  |  |
| BEAUDRY MICHAEL                |               |           |         |       |  |  |

260 LAKE RD DAYVILLE, CT 06281 SVP, National Distrib.

### **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 and becomes exercisable in four 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. Beaudry's restricted unit award agreement.
- (3) United Natural Foods, Inc.'s closing price on the NASDAQ National Market on September 11, 2009.
- (4) The restricted stock units vest in four equal annual installments beginning on the first anniversary of the date of grant.

**(5)** 

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Includes 3,252 shares of common stock allocated to Mr. Beaudry under the United Natural Foods, Inc. Employee Stock Ownership Plan and 7,117 shares of common stock allocated to Mr. Beaudry under the United Natural Foods, Inc. 401(k) Plan\'s UNFI Stock Fund as of September 11, 2009.

(6) The shares vest in four 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.