Shamber Mark Form 4 September 15, 2009

September 15, 200

OMB APPROVAL

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

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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

may continue.

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

Stock

Form 5

obligations

(Print or Type Responses)

1. Name and Address of Reporting Person * Shamber Mark			2. Issuer Name and Ticker or Trading Symbol UNITED NATURAL FOODS INC				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 260 LAKE R	, ,	(Middle)	[UNFI] 3. Date of Earliest Transaction (Month/Day/Year) 09/11/2009			Director 10% Owner X Officer (give title Other (specify below)				
(Street) DAYVILLE, CT 06241			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 Form filed by More than One Reporting Person			
(City)	(State) (Zip) Table I - Non-Derivative Securities A						equired, Disposed of, or Beneficially Owned			
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Execut any	eemed ion Date, if n/Day/Year)	3. Transaction Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3,	(A) or of (D)	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						,	13,050	D		
Common Stock							3,153	I	See footnote (5)	
Restricted Common							5,400 <u>(6)</u>	D		

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

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(9-02)

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displays a currently valid OMB control number.

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)	nsactiorDerivative Expiration de Securities (Month/D			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
Employee Stock Option (right to buy)	\$ 24.3 (3)	09/11/2009		A	9,378	<u>(1)</u>	09/11/2019	Common Stock	9,378
Restricted Stock Unit	(2)	09/11/2009		A	12,379	<u>(4)</u>	<u>(4)</u>	Common Stock	12,379
Phantom Stock	(7)					<u>(7)</u>	<u>(7)</u>	Common Stock	4,050

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Shamber Mark

260 LAKE RD SVP, Chief Financial Officer

DAYVILLE, CT 06241

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. Shamber'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 in four equal annual installments beginning on the first anniversary of the date of grant.
- Includes 1,432 shares of common stock allocated to Mr. Shamber under the United Natural Foods, Inc. Employee Stock Ownership Plan (5) and 1,721 shares of common stock allocated to Mr. Shamber under the United Natural Foods, Inc. 401(k) Plan's UNFI Stock Fund as of
- (5) and 1,721 shares of common stock allocated to Mr. Shamber under the United Natural Foods, Inc. 401(k) Plan\'s UNFI Stock Fund as of September 14, 2009.
- (6) The shares vest in four equal annual installments beginning on the first anniversary of the date of grant.
- (7) 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.
- (8) Total of all phantom stock held by the reporting person in the United Natural Foods, Inc. Deferred Stock Plan.

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.