DZIKI THOMAS A

Form 4

September 15, 2009

# FORM 4

Check this box

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL** OMB

Number:

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January 31, 2005

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obligations

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

1(b).

Restricted Common

Stock

(Print or Type Responses)

| 1. Name and Address of Reporting Person * DZIKI THOMAS A |          |          | 2. Issuer Name <b>and</b> Ticker or Trading<br>Symbol<br>UNITED NATURAL FOODS INC<br>[UNFI] | 5. Relationship of Reporting Person(s) to<br>Issuer  (Check all applicable)                 |
|--|----------|----------|---|---|
| (Last) 260 LAKE RO                                       | (First)  | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 09/11/2009                                 | Director 10% Owner _X Officer (give title Other (specify below)  VP Sustainable Development |
|  | (Street) |          | 4. If Amendment, Date Original Filed(Month/Day/Year)  | 6. Individual or Joint/Group Filing(Check Applicable Line)                                  |
| DAYVILLE, CT 06241                                       |          |          |   | _X_ Form filed by One Reporting Person<br>Form filed by More than One Reporting<br>Person   |

| (City)                 | (State) (Z                           | Table Table                   | I - Non-De      | rivative Securities Acq                | puired, Disposed o                             | of, or Beneficial                    | ly Owned                              |
|------------------------|--------------------------------------|-------------------------------|-----------------|--|--|--------------------------------------|---------------------------------------|
| 1.Title of<br>Security | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if |                 | 4. Securities on Acquired (A) or       | 5. Amount of Securities                        | Form: Direct                         | 7. Nature of Indirect                 |
| (Instr. 3)             |                                      | any<br>(Month/Day/Year)       | Code (Instr. 8) | Disposed of (D)<br>(Instr. 3, 4 and 5) | Beneficially Owned Following                   | (D) or<br>Indirect (I)<br>(Instr. 4) | Beneficial<br>Ownership<br>(Instr. 4) |
|                        |                                      |                               | Code V          | (A)<br>or<br>Amount (D) Price          | Reported<br>Transaction(s)<br>(Instr. 3 and 4) |                                      |                                       |
| Common<br>Stock        |                                      |                               |                 |  | 5,148  | D                                    |                                       |
| Common<br>Stock        |                                      |                               |                 |  | 1,717  | I                                    | See footnote (5)                      |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form

D

2,700 (6)

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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 (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exer<br>Expiration D<br>(Month/Day) | ate                | 7. Title and Underlying (Instr. 3 and | Securities                             |  |
|---|---|--------------------------------------|---|--|---|---|--------------------|---------------------------------------|--|--|
|   |   |                                      |   | Code V                                 | (A) (D)   | Date<br>Exercisable                         | Expiration<br>Date | Title                                 | Amount<br>or<br>Number<br>of<br>Shares |  |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 24.3 <u>(3)</u>  | 09/11/2009                           |   | A                                      | 6,521   | <u>(1)</u>                                  | 09/11/2019         | Common<br>Stock                       | 6,521                                  |  |
| Restricted<br>Stock Unit                            | <u>(2)</u>  | 09/11/2009                           |   | A                                      | 8,607   | <u>(4)</u>                                  | <u>(4)</u>         | Common<br>Stock                       | 8,607                                  |  |

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### **Reporting Owners**

| Reporting Owner Name / Address | Relationships |           |         |       |  |  |
|--------------------------------|---------------|-----------|---------|-------|--|--|
|                                | Director      | 10% Owner | Officer | Other |  |  |

DZIKI THOMAS A

260 LAKE ROAD

DAYVILLE, CT 06241

VP Sustainable
Development

### **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. Dziki'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.

Reporting Owners 2

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- Includes 1,694 shares of common stock allocated to Mr. Dziki under the United Natural Foods, Inc. Employee Stock Ownership Plan and (5) 23 shares of common stock allocated to Mr. Dziki under the United Natural Foods, Inc. 401(k) Plan 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.

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.