#### UNITED NATURAL FOODS INC

Form 4

December 08, 2009

# FORM 4

Check this box

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

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 may continue. See Instruction

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

1(b).

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * FUNK MICHAEL S			2. Issuer Name and Ticker or Trading Symbol UNITED NATURAL FOODS INC [UNFI]					5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last) 313 IRON I	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/08/2008			_X_ Director 10% Owner Officer (give title below) Other (specify below)					
	(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			
PROVIDENCE, RI 02908								Form filed by More than One Reporting Person			
(City)	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) Execution	emed on Date, if Day/Year)	3. Transaction Code (Instr. 8)	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) Indirect (I) (Instr. 4)  7. Nature of Indirect Indirect Ownership (Instr. 4)		
Common Stock	12/08/2008			Code V F	Amount 3,218	(D) D (4)	Price \$ 17	(Instr. 3 and 4) 59,909	D		
Common Stock	12/08/2008			F	1,609	D (4)	\$ 17.4	58,300	D		
Common Stock	09/16/2009			M	6,750	A	\$ 0	65,050	D		
Common Stock	09/16/2009			F	2,440	D (5)	\$ 24.11	62,610	D		

See

(3)

footnote

1,187

I

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

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**SEC 1474** (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exer	cisable and	7. Title and	Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onof Derivative	Expiration D	ate	Underlying S	Securities	Deriv
Security	or Exercise		any	Code	Securities	(Month/Day/	Year)	(Instr. 3 and	4)	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired					(Inst
	Derivative				(A) or					
	Security				Disposed of					
					(D)					
					(Instr. 3, 4,					
					and 5)					
						Date Exercisable	Expiration Date	Title	Amount or Number of	
				Code V	(A) (D)				Shares	
Restricted Stock Unit	\$ 0 (1)	09/16/2009		M	6,750	(2)	(2)	Common Stock	6,750	\$

# **Reporting Owners**

Reporting Owner Name / Address	Kelationships						
	Director	10% Owner	Officer	Other			
FUNK MICHAEL S							
313 IRON HORSE WAY	X						

PROVIDENCE, RI 02908

**Signatures** Lisa N'Chonon, Power-of-Attorney,

in fact 10/29/2009

> \*\*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).

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- Each restricted stock unit represents the right to receive one share of United Natural Foods, Inc. common stock upon vesting in **(1)** accordance with the terms of Mr. Funk's restricted stock unit award agreement.
- The restricted stock units vest in four equal annual installments beginning on September 16, 2009, the first anniversary of the date of **(2)**
- (3) Includes 1,187 shares of common stock allocated to Mr. Funk under the United Natural Foods, Inc. Employee Stock Ownership Plan.
- (4) On December 6, 2008, December 7, 2008 and December 8, 2008, an aggregate of 13,500 shares of United Natural Foods, Inc. (the "Company") restricted common stock and restricted stock units vested. On December 8, 2008, the Company retained 4,827 shares to

Reporting Owners 2

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satisfy certain tax withholding obligations in connection with the vesting of such shares.

On September 16, 2009, an aggregate of 6,750 shares of United Natural Foods, Inc. (the "Company") restricted stock units vested. On (5) September 16, 2009, the Company retained 2,440 shares to satisfy certain tax withholding obligations in connection with the vesting of such shares.

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.