Edgar Filing: UNITED NATURAL FOODS INC - Form 4

UNITED NATURAL FOODS INC

Form 4

December 08, 2009

FORM 4		OMB APPROVAL		
i Oi livi 4	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549	OMB Number:	3235-0287	
Check this box if no longer	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF	Expires:	January 31, 2005	
subject to Section 16. Form 4 or	SECURITIES SECURITIES	Estimated avenue burden hours response	9	
Form 5	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,		0.0	

obligations 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).

(Print or Type Responses)

1. Name and Address of Reporting Person * SIMONE THOMAS B			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 H	(First) HORSE WAY	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 09/16/2009		_X_ Director 10% Owner Other (specify below) below)				
				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		
PROVIDEN	ICE, RI 02908						Person	Wore than One K	eporting
(City)	(State)	(Zip)	Table	e I - Non-De	rivative S	ecurities Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction E (Month/Day/Ye	ar) Executi	emed ion Date, if //Day/Year)	3. Transaction Code (Instr. 8)	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							9,000	D	
Common Stock							30,000	I	See footnote (5)
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.									
					Person	s who resp	ond to the colle		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. Transacti Code (Instr. 8)			6. Date Exercisable and Expiration Date (Month/Day/Year)		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
Restricted Stock Unit	\$ 0 (1)	09/16/2009		D		3,600	<u>(2)</u>	(2)	Common Stock	3,600
Phantom Stock	\$ 0 (3)	09/16/2009		A	3,600		(3)	(3)	Common	3,600

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
SIMONE THOMAS B 313 IRON HORSE WAY PROVIDENCE, RI 02908	X					

Signatures

Lisa N'Chonon, Power-of-Attorney, in fact

**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).

12/08/2009

- (1) 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 stock unit award agreement.
- (2) The restricted stock units vest as follows: one-third vests on the date of grant, September 16, 2008, and the remaining two-thirds of the award vest in two equal annual installments beginning on the first anniversary of the date of grant.
- (3) 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.
- (4) Total of all phantom stock held by the reporting person in the United Natural Foods, Inc. Deferred Stock Plan.
- (5) Shares held by the Thomas B. Simone and Shirley A. Simone 1990 Family Trust Agreemeent.

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.

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