### BARKER GORDON D

Form 4

December 08, 2009

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

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obligations

Check this box

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).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \*

(First)

(Street)

BARKER GORDON D

2. Issuer Name and Ticker or Trading

Symbol

Issuer

UNITED NATURAL FOODS INC

[UNFI]

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 12/06/2009

X Director 10% Owner Other (specify

(Check all applicable)

5. Relationship of Reporting Person(s) to

Officer (give title below)

313 IRON HORSE WAY

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

PROVIDENCE, RI 02908

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4)

(Instr. 4)

(A) or Code V Amount (D) Price

Reported Transaction(s) (Instr. 3 and 4)

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 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 Conversion Security or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

4. 5. Number of TransactionDerivative Securities Code

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

## Edgar Filing: BARKER GORDON D - Form 4

| (Instr. 3)               | Price of<br>Derivative<br>Security |            | (Month/Day/Year) | (Instr. 8 | 8) | Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) |       |                     |                    |                 |  |
|--------------------------|------------------------------------|------------|------------------|-----------|----|---|-------|---------------------|--------------------|-----------------|--|
|                          |                                    |            |                  | Code      | V  | (A)   | (D)   | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |
| Restricted<br>Stock Unit | \$ 0 (1)                           | 12/06/2009 |                  | M         |    |   | 1,064 | (2)                 | (2)                | Common<br>Stock | 1,064                                  |
| Phantom<br>Stock         | \$ 0 (3)                           | 12/06/2009 |                  | A         |    | 1,064   |       | (3)                 | (3)                | Common<br>Stock | 1,064                                  |

## **Reporting Owners**

| Reporting Owner Name / Address                                | Relationships |           |               |  |  |  |  |
|---|---------------|-----------|---------------|--|--|--|--|
| Reporting Owner France / Francess                             | Director      | 10% Owner | Officer Other |  |  |  |  |
| BARKER GORDON D<br>313 IRON HORSE WAY<br>PROVIDENCE, RI 02908 | X             |           |               |  |  |  |  |

# **Signatures**

Lisa N'Chonon, Power-of-Attorney,
in fact 12/08/2009

\*\*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) 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. Barker's restricted stock unit award agreement.
- (2) The restricted stock units vest as follows: one-third vests on the date of grant, December 6, 2007, 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.

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.

Reporting Owners 2