#### Edgar Filing: KOCH CARL FREDERICK III - Form 4

KOCH CARL FREDERICK III Form 4 December 08, 2009 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 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 \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading KOCH CARL FREDERICK III Issuer Symbol UNITED NATURAL FOODS INC (Check all applicable) [UNFI] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X\_Officer (give title Other (specify (Month/Day/Year) below) below) **313 IRON HORSE WAY** 09/16/2009 VP, Chief HR Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting PROVIDENCE, RI 02908 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) any Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common 09/16/2009 M 1.350 Α \$0 3.750 D Stock Common D \$ 3,310 09/16/2009 F 440 D (4) 24.11 Stock See Common 8,364 I footnote Stock (3)

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

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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<br>(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<br>or f Derivati<br>Securities<br>Acquired<br>(A) or<br>Disposed o<br>(D)<br>(Instr. 3, 4,<br>and 5) | ve Expiration<br>(Month/Da |                      | 7. Title and A<br>Underlying S<br>(Instr. 3 and | Securities                             | 8. Pr<br>Deriv<br>Secu<br>(Inst |
|---|---|---|---|--|--|----------------------------|----------------------|---|--|---------------------------------|
|   |   |   |   | Code V                                 | (A) (D)  | Date<br>Exercisable        | Expiration<br>e Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |                                 |
| Restricted<br>Stock Unit                            | \$ 0 <u>(1)</u>   | 09/16/2009                              |   | М                                      | 1,35   | i0 <u>(2)</u>              | (2)                  | Common<br>Stock                                 | 1,350                                  | \$                              |

## **Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |                      |       |  |  |  |
|---|---------------|-----------|----------------------|-------|--|--|--|
|   | Director      | 10% Owner | Officer              | Other |  |  |  |
| KOCH CARL FREDERICK III<br>313 IRON HORSE WAY<br>PROVIDENCE, RI 02908 |               |           | VP, Chief HR Officer |       |  |  |  |
| <b>•</b> •  |               |           |                      |       |  |  |  |

## Signatures

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

<u>\*\*</u>Signature of Reporting Person

12/08/2009 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. Koch's restricted unit award agreement.
- (2) The restricted stock units vest in four equal annual installments beginning on the first anniversary of the date of grant, which was September 16, 2008.
- Includes 2,006 shares of common stock allocated to Mr. Koch under the United Natural Foods, Inc. Employee Stock Ownership Plan and
- (3) 6,358 shares of common stock allocated to Mr. Koch under the United Natural Foods, Inc. 401(k) Plan's UNFI Stock Fund as of December 8, 2009.
- (4) On September 16, 2009, 1,350 shares of United Natural Foods, Inc. (the "Company") restricted stock units vested. In connection with the vesting of those shares, the Company retained 440 shares on September 16, 2009 to satisfy the related tax withholding obligations.

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**