BEAUDRY MICHAEL

Form 4

December 08, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

2. Issuer Name and Ticker or Trading

OMB

OMB APPROVAL

3235-0287 Number:

January 31, Expires: 2005

0.5

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response...

5. Relationship of Reporting Person(s) to

Issuer

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

1. Name and Address of Reporting Person *

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

Symbol

1(b).

(Print or Type Responses)

BEAUDRY MICHAEL

			UNITED NATURAL FOODS INC [UNFI]				INC	(Check all applicable)			
(Last)	(First)	(Middle)		3. Date of Earliest Transaction				DirectorX Officer (given	Owner er (specify		
313 IRON HORSE WAY			(Month/Day/Year) 12/06/2009					below) SVP, National Distrib.			
	(Street)		. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
File				iled(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
PROVIDENCE, RI 02908											
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ar) Executi any	emed on Date, if /Day/Year)	3. Transaction Code (Instr. 8)	(A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	12/06/2009			M	1,800	A	\$ 0	9,021	D		
Common Stock	12/06/2009			F	616	D (4)	\$ 27.12	8,405	D		
Common Stock								10,369	I	See footnote (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	2.	3. Transaction Date		4.	5. Number	6. Date Exercisable and		7. Title and Amount o		
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	<i>'</i>				Underlying Securities		Deri
Security	or Exercise		any	Code Securities		(Month/Day/Year)		(Instr. 3 and 4)		Seci
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Acquired						(Ins
	Derivative				(A) or					
	Security				Disposed of					
					(D)					
					(Instr. 3, 4,					
					and 5)					
									Amount	
						ъ.	.		or	
						Date	Expiration	Title	Number	
						Exercisable	Date		of	
				Code V	(A) (D)				Shares	
Restricted	φ o (1)	101061000			4 000	(2)	(2)	Common	1 000	
Stock Unit	\$ 0 (1)	12/06/2009		M	1,800	(2)	(2)	Stock	1,800	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BEAUDRY MICHAEL 313 IRON HORSE WAY PROVIDENCE, RI 02908

SVP, National Distrib.

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. Beaudry's restricted unit award agreement.
- (2) The restricted stock units vest in four equal annual installments beginning on December 6, 2008, the first anniversary of the date of grant.
- Includes 3,252 shares of common stock allocated to Mr. Beaudry under the United Natural Foods, Inc. Employee Stock Ownership Plan and 7,117 shares of common stock allocated to Mr. Beaudry under the United Natural Foods, Inc. 401(k) Plan's UNFI Stock Fund as of December 8, 2009.
- On December 6, 2009, 1,800 shares of United Natural Foods, Inc. (the "Company") restricted stock units vested. In connection with the vesting of those shares, the Company retained 616 shares on December 6, 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 2