

UNITED NATURAL FOODS INC
 Form 4
 September 07, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 SPINNER STEVEN

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) (First) (Middle)
 313 IRON HORSE WAY
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 09/02/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
 President and CEO

PROVIDENCE, RI 02908

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	09/02/2010		A ⁽¹⁾	50,175	A \$ 0	80,209	D
Common Stock	09/02/2010		F	16,157	D \$ 33.73	64,052	D
Common Stock						5,260	I
							See footnote <u>(3)</u>

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 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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SPINNER STEVEN 313 IRON HORSE WAY PROVIDENCE, RI 02908	X		President and CEO	

Signatures

Lisa N'Chonon, Power-of-Attorney,
in fact
**Signature of Reporting Person
09/07/2010
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) On September 2, 2010, the Compensation Committee of the Board of Directors of United Natural Foods, Inc. (the "Company") determined that the Company's earnings before interest and taxes and return on average total capital for the period from November 5, 2008 through July 31, 2010 (the "Performance Period") exceeded the performance targets previously established by the Committee with respect to the 50,000 performance units awarded to the reporting person on November 5, 2008, which award could be increased by up to 50,000 additional units in the event that the Company exceeded the established performance targets. After reviewing the Company's financial performance in comparison to the targets established for the performance units, the Committee approved the vesting of 50,175 performance units and the resulting issuance of 50,175 shares of the Company's common stock to the reporting person, both of which effective as of the last day of the Performance Period.
- (2) Following the Committee's determination regarding the vesting of the performance units described in footnote 1, the Company retained 16,157 shares of the shares issuable to the reporting person to satisfy the related tax withholding obligations based on the Company's closing stock price on the last day of the Performance Period.
- (3)

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Includes 2,260 shares held by a daughter(1) of the reporting person, 1,500 shares held by a daughter(2) of the reporting person, and 1,500 shares held by the brother of the reporting person, as custodian for a daughter(3) of the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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