#### UNITED NATURAL FOODS INC

Form 4 March 16, 2011

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * GRAHAM GAIL A			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 I	(First) (I	Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/15/2011				_X_ Director Officer (give below)	give title 10% Owner Other (specify below)				
				f Amendment, Date Original d(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			
(City)	(State)	(Zip)	Table	e I - Nor	n-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any		3. Transac Code (Instr. 8	8)	4. Securi n(A) or Di (Instr. 3,	ispose 4 and (A) or	d 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)		
Common Stock	03/15/2011			M		2,660	A	\$ 28.32	11,332	D		
Common	03/15/2011			S		2,660	D	\$ 42	8,672	D		

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.

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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. Transactio Code (Instr. 8)	Securities		. Date Exerc Expiration Day/ Month/Day/	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D	Е	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock option (right to buy)	\$ 28.32	03/15/2011		M	2,60	60	<u>(1)</u>	12/06/2017(1)	Common Stock	2,660

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
reporting 6 wher rune / rune ess	Director	10% Owner	Officer	Other			
GRAHAM GAIL A 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).
- One third of the stock options granted vest and become exercisable immediately, with the remaining two third's vesting in two equal annual installments beginning on the first anniversary of the date of grant, and expire on the tenth anniversary of the date of grant.

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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