

TESTA CHRISTOPHER P.

Form 4

January 03, 2018

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
TESTA CHRISTOPHER P.

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)
C/O UNFI, 313 IRON HORSE WAY
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/02/2018

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
President, Atlantic Region

PROVIDENCE, RI 02908

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

(City) (State) (Zip)

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) |
|---------------------------------------|---|---|---|---|--|--|---|
| Common Stock | 01/02/2018 | | M | 2,495 A | \$ 24.3 14,782 | D | |
| Common Stock | 01/02/2018 | | S | 4,744 D | \$ 49.47 10,038 | D | |
| Common Stock | | | | | 271 | I | See footnote (2) |

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

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (right to buy) | \$ 24.3 ⁽³⁾ | 01/02/2018 | | M | 2,495 | ⁽⁴⁾ 09/11/2019 | Common Stock | 2,495 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|--|
| TESTA CHRISTOPHER P. C/O UNFI 313 IRON HORSE WAY PROVIDENCE, RI 02908 | Director 10% Owner Officer Other President, Atlantic Region |

Signatures

Joseph McGrail, Power-of-Attorney,
in fact 01/03/2018

__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) The transaction price listed is a weighted average. Actual sale prices for these dispositions ranged from \$49.43 to \$49.54. The reporting person undertakes to provide United Natural Foods, Inc., any security holder of United Natural Foods, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(2) Represents 271 shares of common stock allocated to the reporting person under the United Natural Foods, Inc. 401(k) Plan as of January 3, 2018.

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- (3) Closing price of United Natural Foods, Inc. on the NASDAQ National Market on the grant date.
- (4) The stock options vest and become exercisable in four 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.

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