

UNITED NATURAL FOODS INC

Form 4

June 07, 2005

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 *
DZIKI THOMAS 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) (First) (Middle)

260 LAKE ROAD, PO BOX 999

(Street)

DAYVILLE, CT 06241

(City)

(State)

(Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
06/03/2005

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

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
VP of Special Projects

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/03/2005		M	2,500 A	\$ 10.23 2,500	D	
Common Stock	06/03/2005		S	1,000 D	\$ 32.2053 1,500	D	
Common Stock	06/03/2005		M	1,500 A	\$ 12.55 3,000	D	
Common Stock	06/03/2005		S	1,500 D	\$ 32.2053 1,500	D	
Common Stock					433	I	See footnote (1)

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

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(9-02)

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)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 10.23	06/03/2005		M	2,500	06/07/2004 ⁽²⁾ 06/07/2012	Common Stock	2,500
Employee Stock Option (right to buy)	\$ 12.55	06/06/2005		M	1,500	12/03/2004 ⁽²⁾ 12/03/2012	Common Stock	1,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DZIKI THOMAS A 260 LAKE ROAD PO BOX 999 DAYVILLE, CT 06241	VP of Special Projects

Signatures

Thomas A.
Dziki 06/07/2005

**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).

Includes (i) 243 shares of common stock allocated to Mr. Dziki under the United Natural Foods, Inc. Employee Stock Ownership Plan as of December 31, 2004 and (ii) 190 shares of common stock allocated to Mr. Dziki under the United Natural Foods, Inc. 401(k) plan's UNFI Stock Fund as of June 3, 2005.

(2) The employee stock option is exercisable in four equal installments commencing on the first anniversary date of the 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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