BEAUDRY MICHAEL

Form 4

December 16, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

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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 may continue.

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

	Address of Repo	rting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
			UNITED NATURAL FOODS INC [UNFI]				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% OwnerX_ Officer (give title Other (specify			
260 LAKE ROAD			12/14/2005	below) below) Vice President of Distribution			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
DAYVILL	E, CT 06241			_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	2. Transaction	Date 2A Dee	med 3. 4. Securities Acquire	d 5. Amount of 6. 7. Nature			

(City)	(State)	(Zip) Tab	le I - Non-I	Derivative	Secui	rities Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				Beneficially Fo Owned (D Following Ind	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	12/14/2005		M	5,000	A	\$ 11.4	12,200	D	
Common Stock	12/14/2005		M	3,750	A	\$ 12.55	15,950	D	
Common Stock	12/14/2005		M	1,250	A	\$ 14.35	17,200	D	
Common Stock	12/14/2005		M	5,000	A	\$ 18.655	22,200	D	
Common Stock	12/14/2005		S	5,000	D	\$ 28.95	17,200	D	

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Common Stock	12/14/2005	S	5,000	D	\$ 28.9	12,200	D	
Common Stock	12/14/2005	S	5,000	D	\$ 28.85	7,200	D	
Common Stock						4,825	I	See footnote (1)

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

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SEC 1474

(9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transactic Code (Instr. 8)	onof D Secu Acq (A) Disp (D)	urities uired or oosed of er. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Shares
Employee Stock Option (right to buy)	\$ 11.4	12/14/2005		M		5,000	12/03/2005(2)	12/03/2011	Common Stock	5,000
Employee Stock Option (right to buy)	\$ 12.55	12/14/2005		M		3,750	12/03/2005(2)	12/03/2012	Common Stock	3,750
Employee Stock Option (right to buy)	\$ 14.35	12/14/2005		M		1,250	08/01/2003(2)	08/01/2013	Common Stock	1,250
Employee Stock Option	\$ 18.655	12/14/2005		M		5,000	12/03/2005(2)	12/03/2013	Common Stock	5,000

(right to buy)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BEAUDRY MICHAEL 260 LAKE ROAD DAYVILLE, CT 06241

Vice President of Distribution

Signatures

Mark Shamber (Power of Attorney, in fact)

Date

12/16/2005

**Signature of Reporting Person

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 2,065 shares of common stock allocated to Mr. Beaudry under the United Natural Foods, Inc. Employee Stock Ownership Plan as of December 14, 2005 and 2,760 shares of common stock allocated to Mr. Beaudry under the United Natural Foods, Inc. 401(k) plan's
- UNFI Unitized Stock Fund. The price is based on the closing price of UNFI common stock on The Nasdaq National Market on December 14, 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. 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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