## Edgar Filing: Griffin Sean - Form 4

Griffin Sean												
Form 4												
September 14	_											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION							OMB AF	APPROVAL 3235-0287				
Check thi	is box		Was	hington,	D.C. 20	549			Number:	January 31		
if no long subject to Section 1 Form 4 or	EMENT O	T OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Expires: 200 Estimated average burden hours per response 0.			
Form 5 obligations may continue. See Instruction 1(b). 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 F	Responses)											
Griffin Sean Symbol UNIT			Symbol UNITEI	ED NATURAL FOODS INC				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First)	(Middle)	[UNFI] 3. Date of Earliest Transaction			Director						
(Month/E C/O UNITED NATURAL FOODS, 09/12/2 INC., 313 IRON HORSE WAY				Day/Year)				XOfficer (give titleOther (specify below) Group President				
				ndment, Date Original nth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
PROVIDEN	ICE, RI 02908							Form filed by M Person				
(City)	(State)	(Zip)	Table	e I - Non-D	erivative	Secur	ities Acq	equired, Disposed of, or Beneficially Owned				
(Instr. 3) any		r) Execution any	n Date, if	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common Stock	09/12/2012			М	2,345	А	\$0	3,840	D			
Common Stock	09/12/2012			F <u>(1)</u>	761	D	\$ 58.12	3,079	D			
Common stock								811	Ι	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 SEC 1474 information contained in this form are not (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. Transactic Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		Underlying Securities		8. Pr Deriv Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	\$ 0 <u>(3)</u>	09/12/2012		М	2,345	(4)	(4)	Common Stock	2,345	\$

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Reporting Officer Funce, Francess	Director	10% Owner	Officer	Other			
Griffin Sean C/O UNITED NATURAL FOODS, INC. 313 IRON HORSE WAY PROVIDENCE, RI 02908			Group President				
Signatures							
Lisa N'Chonon, Power-of-Attorney,	09/1	14/2012					

in-fact

\*\*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).

Date

(1) On September 12, 2012, 2,345 shares of United Natural Foods, Inc. (the "Company") restricted stock units vested. The Company retained 761 shares on that date to satisfy certain tax withholding obligations in connection with the vesting.

Includes 132 shares of common stock allocated to the reporting person under the United Natural Foods, Inc. Employee Stock Ownership(2) Plan and 679 shares of common stock allocated to the reporting person under the United Natural Foods, Inc. 401(k) Plan's UNFI Stock Fund as of September 13, 2012.

- (3) Each restricted stock unit represents the right to receive one share of United Natural Foods, Inc. common stock upon vesting in accordance with the terms of the reporting person's restricted stock unit award agreement.
- (4) The restricted stock units vest as follows: four equal annual installments beginning on the first 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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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.