DZIKI THOMAS A

Form 4

September 17, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

3235-0287 Number:

January 31, Expires: 2005

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue.

(Middle)

(Zip)

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 See Instruction

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \* DZIKI THOMAS A

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to

Issuer

UNITED NATURAL FOODS INC

[UNFI]

(Check all applicable) 10% Owner

3. Date of Earliest Transaction

(Month/Day/Year) 09/13/2012

Director X\_ Officer (give title Other (specify below) below)

6. Individual or Joint/Group Filing(Check

**CHRSO** 

C/O UNITED NATURAL FOODS. INC., 313 IRON HORSE WAY

(Street)

(State)

(First)

4. If Amendment, Date Original

Applicable Line)

Person

Filed(Month/Day/Year) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

PROVIDENCE, RI 02908

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 6. Ownership 7. Nature of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Owned Indirect (I) Ownership (Month/Day/Year) (Instr. 8) (Instr. 4) (Instr. 4) Following

> Reported (A) Transaction(s) or

(Instr. 3 and 4) Code V Amount (D) Price

Common 9.098 D Stock

Common See 2,471 I Stock footnote (1)

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

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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. Transacti Code (Instr. 8)	5. Number coof 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0 (2)	09/13/2012		A	2,740	<u>(3)</u>	(3)	Common Stock	2,740
Employee Stock Option (right to buy)	\$ 58.98 (4)	09/13/2012		A	6,930	<u>(5)</u>	09/13/2022	Common Stock	6,930

### **Reporting Owners**

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	

DZIKI THOMAS A C/O UNITED NATURAL FOODS, INC. 313 IRON HORSE WAY PROVIDENCE, RI 02908

**CHRSO** 

#### **Signatures**

Lisa N'Chonon, Power-of-Attorney, in-fact

09/17/2012

\*\*Signature of Reporting Person

Date

### **Explanation of Responses:**

UNFI Stock Fund as of September 17, 2012.

- \* 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 2,451 shares of common stock allocated to the reporting person under the United Natural Foods, Inc. Employee Stock

  (1) Ownership Plan and 20 shares of common stock allocated to the reporting person under the United Natural Foods, Inc. 401(k) Plan's
- (2) 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 agreement.
- (3) The restricted stock units vest in four equal annual installments beginning on the first anniversary of the date of grant.
- (4) United Natural Foods, Inc.'s closing price on the NASDAQ National Market on September 13, 2012.

Reporting Owners 2

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(5) The stock options vest and becomes exercisable in 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, <i>see</i> 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.