

UNITED NATURAL FOODS INC  
 Form 4  
 December 08, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**FUNK MICHAEL S**

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)

3. Date of Earliest Transaction (Month/Day/Year)  
**12/08/2008**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**313 IRON HORSE WAY**

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**PROVIDENCE, RI 02908**

(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)
			Code	V	Amount or Price		
Common Stock	12/08/2008		F		3,218 <u>D</u> <sub>(4)</sub> \$ 17	59,909	D
Common Stock	12/08/2008		F		1,609 <u>D</u> <sub>(4)</sub> \$ 17.4	58,300	D
Common Stock	09/16/2009		M		6,750 A \$ 0	65,050	D
Common Stock	09/16/2009		F		2,440 <u>D</u> <sub>(5)</sub> \$ 24.11	62,610	D
Common Stock						1,187	I
							See footnote <u>(3)</u>

Edgar Filing: UNITED NATURAL FOODS INC - Form 4

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 required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Unit	\$ 0 <sup>(1)</sup>	09/16/2009		M	6,750	<sup>(2)</sup> / <sup>(2)</sup>	Common Stock	6,750

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FUNK MICHAEL S 313 IRON HORSE WAY PROVIDENCE, RI 02908		X		

## Signatures

Lisa N'Chonon, Power-of-Attorney,  
in fact 10/29/2009

\*\*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) 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 Mr. Funk's restricted stock unit award agreement.
  - (2) The restricted stock units vest in four equal annual installments beginning on September 16, 2009, the first anniversary of the date of grant.
  - (3) Includes 1,187 shares of common stock allocated to Mr. Funk under the United Natural Foods, Inc. Employee Stock Ownership Plan.
  - (4) On December 6, 2008, December 7, 2008 and December 8, 2008, an aggregate of 13,500 shares of United Natural Foods, Inc. (the "Company") restricted common stock and restricted stock units vested. On December 8, 2008, the Company retained 4,827 shares to

## Edgar Filing: UNITED NATURAL FOODS INC - Form 4

satisfy certain tax withholding obligations in connection with the vesting of such shares.

On September 16, 2009, an aggregate of 6,750 shares of United Natural Foods, Inc. (the "Company") restricted stock units vested. On (5) September 16, 2009, the Company retained 2,440 shares to satisfy certain tax withholding obligations in connection with the vesting of such shares.

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.