

UNITED NATURAL FOODS INC

Form 4

September 23, 2014

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Traficanti Joseph J

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)

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

SVP, General Counsel, CCO

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

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock				(A) or (D)	5,932	D	
Common Stock				(A) or (D)	721	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)

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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. 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit <u>(2)</u>	<u>(3)</u>	09/19/2014		A		4,690		<u>(4)</u>	<u>(4)</u>	Common Stock	4,690
Employee Stock Option (right to buy)	\$ <u>64.55</u> <u>(5)</u>	09/19/2014		A		1,880		<u>(6)</u>	09/19/2024 <u>(6)</u>	Common Stock	1,880

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Traficanti Joseph J C/O UNITED NATURAL FOODS, INC. 313 IRON HORSE WAY PROVIDENCE, RI 02908	SVP, General Counsel, CCO

Signatures

Lisa N'Chonon, Power-of-Attorney,
in fact 09/23/2014
 **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 335 shares of common stock allocated to the reporting person under the United Natural Foods, Inc. Employee Stock Ownership Plan and 386 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 19, 2014.
- (1) Plan and 386 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 19, 2014.
- (2) Restricted stock units awarded September 19, 2014.
- (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 agreement.

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- (4) The restricted stock units vest in four equal annual installments beginning on the first anniversary of the date of grant.
- (5) United Natural Foods, Inc.'s closing price on the NASDAQ National Market on the date of grant.
- (6) The stock options vest and becomes exercisable in four equal annual installments beginning on the first anniversary of the date of grant and expire on the tenth 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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