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

UNITED NATURAL FOODS INC Form 4 September 15, 2016 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations 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 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading TESTA CHRISTOPHER P. Issuer Symbol UNITED NATURAL FOODS INC (Check all applicable) [UNFI] 3. Date of Earliest Transaction (Last) (First) (Middle) Director 10% Owner X\_Officer (give title Other (specify (Month/Day/Year) below) below) C/O UNFI, 313 IRON HORSE WAY 09/13/2016 President, Atlantic Region (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting PROVIDENCE, RI 02908 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) any Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common \$0(1) 09/13/2016 M 405 Α 6.740 D Stock Common 09/13/2016  $F^{(2)}$ 132 D D 6,608 41.16 Stock See Common 271 I footnote Stock (3)

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 on of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day	ate	Underlying Securiti		8. Price Derivat Securit (Instr. 5
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	\$ 0 <u>(4)</u>	09/13/2016		М	405	(5)	(5)	Common Stock	405	\$ 0

### **Reporting Owners**

<b>Reporting Owner Name / Address</b>			Relationships	
	Director	10% Owner	Officer	Other
TESTA CHRISTOPHER P. C/O UNFI 313 IRON HORSE WAY PROVIDENCE, RI 02908			President, Atlantic Region	
0:				

### Signatures

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

\*\*Signature of Reporting Person

09/15/2016 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) Restricted stock units convert into common stock on a one-for-one basis. Accordingly, there was no purchase price paid by the reporting person.
- On September 13, 2016, 405 shares of United Natural Foods, Inc. (the "Company") restricted stock units vested. The Company retained 132 shares on that date to satisfy certain tax withholding obligations in connection with the vesting.
- (3) Represents 271 shares of common stock allocated to the reporting person under the United Natural Foods, Inc. 401(k) Plan as of September 13, 2016.
- (4) 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.
- (5) The restricted stock units vest in four equal annual installments beginning on the first anniversary of the date of grant

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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.