

Griffin Sean
Form 4
September 27, 2017

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Griffin Sean

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)
09/25/2017

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	09/25/2017		S		6,521	D \$ 44.6 <u>(1)</u>	0	D	
Common Stock	09/26/2017		A <u>(2)</u>		4,914	A \$ 0 <u>(3)</u>	4,914	D	
Common Stock	09/26/2017		A <u>(4)</u>		18,811	A \$ 0 <u>(3)</u>	23,725	D	
Common Stock	09/26/2017		F <u>(5)</u>		11,374	D \$ 44.39	12,351	D	
Common Stock							1,632	I	See footnote

(6)

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

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(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 of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Griffin Sean
C/O UNITED NATURAL FOODS, INC.
313 IRON HORSE WAY
PROVIDENCE, RI 02908

Chief Operating Officer

Signatures

Joseph McGrail, Power-of-Attorney,
in fact

09/27/2017

 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) The transaction price listed is a weighted average. Actual sale prices for these dispositions ranged from \$44.50 to \$44.78. The reporting person undertakes to provide United Natural Foods, Inc., any security holder of United Natural Foods, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(2)

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On September 21, 2016, the reporting person was granted 4,890 performance units eligible to vest at target levels of performance (with vesting of more or less shares possible based on actual performance) based on the extent to which certain EPS, Adjusted EBITDA, Adjusted ROIC and total shareholder return performance targets were met for fiscal 2017. Based upon the performance of United Natural Foods, Inc. (the "Company") against the applicable performance targets, 4,914 performance units subject to such criteria vested on September 26, 2017, resulting in the issuance of 4,914 shares of the Company's common stock to the reporting person.

- (3) Performance stock units were settled in shares of common stock on a one-for-one basis. Accordingly, there was no purchase price paid by the reporting person.

On October 27, 2016, the reporting person was granted 17,500 performance units eligible to vest at target level of performance (with vesting of more or less shares possible based on actual performance) based on the extent to which certain EPS, Net Sales and Adjusted EBITDA performance targets were met for fiscal 2017. Based upon the Company's performance against the applicable performance targets, 18,811 performance units subject to such criteria vested on September 26, 2017, resulting in the issuance of 18,811 shares of the Company's common stock to the reporting person.

- (4) As described in footnotes 2 and 4, on September 26, 2017, the reporting person became entitled to received 23,725 shares of the Company's common stock. The Company retained 11,374 shares on that date to satisfy certain tax withholding obligations in connection with these vestings.

- (5) Includes 1,632 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 27, 2017.

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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