UNITED NATURAL FOODS INC

Form 4

September 11, 2014

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

OMB APPROVAL OMB

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

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 DZIKI THOMAS A Issuer Symbol UNITED NATURAL FOODS INC (Check all applicable) [UNFI] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify X_ Officer (give title (Month/Day/Year) below) below) C/O UNITED NATURAL FOODS. 09/10/2014 **CHRSO** INC., 313 IRON HORSE WAY (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

(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)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			ed of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code V	Amount		Price	(Instr. 3 and 4)				
Common Stock	09/10/2014		M	1,735	A	\$ 0 (1)	12,086	D			
Common Stock	09/10/2014		F(2)	579	D	\$ 64.54	11,507	D			
Common Stock							2,598	I	See footnote (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. Transactic 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. P Der Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	\$ 0 (4)	09/10/2014		M	1,735	(5)	<u>(5)</u>	Common Stock	1,735	

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

fact 09/11/2014

**Signature of Reporting Person Date

Explanation of Responses:

UNFI Stock Fund as of September 9, 2014.

- * 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 10, 2014 1,735 shares of United Natural Foods, Inc. (the "Company") restricted stock units vested. The Company retained 579 shares on that date to satisfy certain tax withholding obligations in connection with the vesting.
- Includes 2,578 shares of common stock allocated to the reporting person under the United Natural Foods, Inc. Employee Stock
 (3) Ownership Plan and 20 shares of common stock allocated to the reporting person under the United Natural Foods, Inc. 401(k) Plan's
- (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 agreement.

Reporting Owners 2

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(5) The restricted stock units vest 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, *see* Instruction 6 for procedure.

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