

UNITED NATURAL FOODS INC

Form 4

April 14, 2005

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
TOWNSEND STEVEN H

(Last) (First) (Middle)

**C/O UNITED NATURAL FOODS
INC, 260 LAKE ROAD**

(Street)

DAYVILLE, CT 06241

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

**UNITED NATURAL FOODS INC
[UNFI]**

3. Date of Earliest Transaction
(Month/Day/Year)

04/12/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

President, CEO, COB

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

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	04/12/2005		M		22,576	A	\$ 11.4	78,158	D
Common Stock	04/12/2005		S		22,576	D	\$ 28.001	55,582	D
Common Stock	04/12/2005		M		17,788	A	\$ 12.55	73,370	D
Common Stock	04/12/2005		S		17,788	D	\$ 28.001	55,582	D
Common Stock	04/13/2005		M		4,651	A	\$ 12.55	60,233	D

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Common Stock	04/13/2005	S	4,651	D	\$ 28.0234	55,582	D	
Common Stock						28,220	I	See footnote (1)

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)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 11.4	04/12/2005		M	22,576	12/03/2004 ⁽²⁾ 12/03/2011	Common Stock	22,576
Employee Stock Option (right to buy)	\$ 12.55	04/12/2005		M	17,788	12/03/2004 ⁽²⁾ 12/03/2012	Common Stock	17,788
Employee Stock Option (right to buy)	\$ 12.55	04/13/2005		M	4,651	12/03/2004 ⁽²⁾ 12/03/2012	Common Stock	4,651

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
X	President, CEO, COB

TOWNSEND STEVEN H
C/O UNITED NATURAL FOODS INC
260 LAKE ROAD
DAYVILLE, CT 06241

Signatures

Mark Shamber (power-of-attorney,
in fact)

04/14/2005

__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) Includes 2,929 shares of common stock allocated to Mr. Townsend under the United Natural Foods, Inc. Employee Stock Ownership Plan as of April 12, 2005.
- (2) The employee stock option is exercisable in four equal installments commencing on the first anniversary date of the 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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