

UNITED NATURAL FOODS INC
 Form 4
 December 21, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BEAUDRY MICHAEL

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)
260 LAKE ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/07/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Eastern Region President

DAYVILLE, CT 06241
 (City) (State) (Zip)

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

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)	(A) or (D)	5. Amount or Price	6. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/07/2007		F	603	D	①	11,997	D
Common Stock	12/10/2007		F	603	D	②	11,394	D
Common Stock	12/19/2007		M	1,250	A	\$ 14.35	12,644	D
Common Stock	12/19/2007		M	5,000	A	\$ 18.655	17,644	D
Common Stock	12/19/2007		M	1,500	A	\$ 25.37	19,144	D

Edgar Filing: UNITED NATURAL FOODS INC - Form 4

Common Stock	12/19/2007	S	7,750	D	\$ 29	11,394	D	
Common Stock	12/20/2007	S	<u>2,394</u> (3)	D	\$ 29.33	9,000	D	
Common Stock						3,547	I	See footnote (4)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 14.35	12/19/2007		M	1,250	08/01/2007 08/01/2013	Common Stock	1,250	
Employee Stock Option (right to buy)	\$ 18.655	12/19/2007		M	5,000	12/03/2007 12/03/2013	Common Stock	5,000	
Employee Stock Option (right to buy)	\$ 25.37	12/19/2007		M	1,500	12/08/2007 12/08/2015	Common Stock	1,500	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BEAUDRY MICHAEL 260 LAKE ROAD DAYVILLE, CT 06241			Eastern Region President	

Signatures

Mark Shamber (Power of Attorney,
in fact) 12/21/2007

__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) On December 7, 2007, an aggregate of 1,800 shares of United Natural Foods, Inc. (the "Company") restricted common stock vested (from a restricted stock grant dated December 7, 2006). On December 7, 2007, the Company withheld 603 shares of such restricted common stock to satisfy certain tax withholding obligations of Mr. Beaudry in connection with the vesting of such 1,800 shares.

(2) On December 8, 2007, an aggregate of 1,800 shares of the Company's restricted common stock vested (from a restricted stock grant dated December 8, 2005). On December 10, 2007, the Company withheld 603 shares of such restricted common stock to satisfy certain tax withholding obligations of Mr. Beaudry in connection with the vesting of such 1,800 shares.

(3) Sale of common stock reported on this Form was made in connection with vesting of restricted stock granted to Mr. Beaudry under the Company's 2004 Equity Incentive Plan. (The acquisition of such stock was previously reported.)

(4) Includes 2,941 shares of common stock allocated to Mr. Beaudry under the United Natural Foods, Inc. Employee Stock Ownership Plan as of December 21, 2007 and 606 shares of common stock allocated to Mr. Beaudry under the United Natural Foods, Inc. 401(k) plan's UNFI Unitized Stock Fund. The price is based on the closing price of UNFI common stock on The Nasdaq National Market on October 20, 2007.

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.