

UNITED NATURAL FOODS INC  
Form 4  
September 12, 2011

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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 \*  
FUNK MICHAEL S

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)

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

C/O UNITED NATURAL FOODS, INC., 313 IRON HORSE WAY

09/10/2011

(Street)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Code V Amount Price                                    |   |  |                                   |
| Common Stock                    | 09/10/2011                           |  | M                              | 2,000 A \$ 0  | 32,618  | D  |                                   |
| Common Stock                    | 09/10/2011                           |  | F(1)                           | 734 D \$ 37.95  | 31,884  | D  |                                   |
| Common Stock                    | 09/11/2011                           |  | M                              | 2,400 A \$ 0  | 34,284  | D  |                                   |
| Common Stock                    | 09/11/2011                           |  | F(1)                           | 881 D \$ 37.95  | 33,403  | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 1,641   | I  | See footnote                      |

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 (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 or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|---|
| Restricted Stock Unit                      | (3)  | 09/10/2011                           |  | M                              | 2,000  | (4) (4)  | Common Stock  | 2,000   |
| Restricted Stock Unit                      | (3)  | 09/11/2011                           |  | M                              | 2,400  | (4) (4)  | Common Stock  | 2,400   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| FUNK MICHAEL S<br>C/O UNITED NATURAL FOODS, INC.<br>313 IRON HORSE WAY<br>PROVIDENCE, RI 02908 | X             |           |         |       |

## Signatures

Lisa N'Chonon, Power-of-Attorney,  
in-fact  
Date: 09/12/2011

\*\*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 September 10 and September 11, 2011, 2,000 shares and 2,400 shares, respectively, of United Natural Foods, Inc. (the "Company") restricted stock units vested. The Company retained 734 and 881 shares on September 10 and September 11, 2011, respectively, to satisfy

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certain tax withholding obligations in connection with the vesting of such shares.

- (2) Includes 1,641 shares of common stock allocated to Mr. Funk under the United Natural Foods, Inc. Employee Stock Ownership Plan as of September 11, 2011.
- (3) 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.
- (4) The restricted stock units vest 1/3 immediately, with the remaining 2/3 vesting in two 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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