

UNITED NATURAL FOODS INC
 Form 4
 December 26, 2007

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 *
 KOCH CARL FREDERICK III

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)
 12/07/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, Human Resources

C/O UNITED NATURAL FOODS, INC., 260 LAKE ROAD
 (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

DAYVILLE, CT 06241

(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) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock | 12/07/2007 | | F | 284 | D | 11 | 5,116 | D |
| Common Stock | 12/10/2007 | | F | 189 | D | 12 | 4,927 | D |
| Common Stock | 12/20/2007 | | S | 1,027 | D | \$ 29.71 | 3,900 | D |
| Common Stock | | | | | | | 2,984 | I |
| | | | | | | | | See footnote (3) |

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| KOCH CARL FREDERICK III C/O UNITED NATURAL FOODS, INC. 260 LAKE ROAD DAYVILLE, CT 06241 | | | VP, Human Resources | |

Signatures

Lisa N'Chonon (Power of Attorney, in fact) 12/26/2007

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 900 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 284 shares of such restricted common stock to satisfy certain tax withholding obligations of Mr. Koch in connection with the vesting of such 900 shares.
- (2) On December 8, 2007, an aggregate of 600 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 189 shares of such restricted common stock to satisfy certain tax withholding obligations of Mr. Koch in connection with the vesting of such 600 shares.
- (3) Includes 1,697 shares of common stock allocated to Mr. Koch under the United Natural Foods, Inc. Employee Stock Ownership Plan as of December 26, 2007 and 1,287 shares of common stock allocated to Mr. Koch under the United Natural Foods, Inc. 401(k) plan's UNFI

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Unitized Stock Fund. The price is based on the closing price of UNFI common stock on The Nasdaq National Market on December 24, 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.