

UNITED NATURAL FOODS INC
Form 5
January 15, 2015

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
SPINNER STEVEN

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
08/02/2014

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

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

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

PROVIDENCE, RI 02908

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | 12/21/2012 | Â | G | 1,416 (1) D \$ 0 | 112,582 | D | Â |
| Common Stock | 12/21/2012 | Â | G | 944 (1) A \$ 0 | 3,703 | I | See footnote (2) |
| Common Stock | 01/28/2013 | Â | G | 1,596 (3) D \$ 0 | 112,582 | D | Â |
| Common Stock | 01/28/2013 | Â | G | 1,064 (3) A \$ 0 | 3,703 | I | See footnote (2) |

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| | | | | | | | | | |
|--------------|------------|---|---|--------------|---|------|---------|---|------------------|
| Common Stock | 01/28/2014 | Â | G | 1,218 (4) | D | \$ 0 | 112,582 | D | Â |
| Common Stock | 01/28/2014 | Â | G | 812 (4) | A | \$ 0 | 3,703 | I | See footnote (2) |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Price of Underlying Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SPINNER STEVEN C/O UNITED NATURAL FOODS, INC. 313 IRON HORSE WAY PROVIDENCE, RI 02908 | Â X | Â | Â President and CEO | Â |

Signatures

Lisa N'Chonon, Power-of-Attorney,
in fact 01/15/2015

**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 21, 2012, Mr. Spinner gifted 472 shares to each of his three daughters. These gifts were not timely reported due to an inadvertent oversight of the reporting person. Two of the reporting person's daughters shared the reporting person's household and/or were financially dependent on the reporting person at the time of the gift and therefore the reporting person acquired an indirect beneficial ownership of the 944 shares gifted to such daughters as of the date of the gift; provided, however, that only one of the reporting person's daughters shared the reporting person's household and/or was financially dependent on the reporting person as of the end of the issuer's

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fiscal year. While all shares indirectly acquired by the reporting person as of the date of the gift are being reported in column 4, only the 3,110 shares owned by the one financially dependent daughter as of the end of the issuer's fiscal year are being reported as indirectly owned in column 5.

- (2) Includes 593 shares of common stock allocated to the reporting person under the United Natural Foods, Inc. Employee Stock Ownership Plan as well as 3,110 shares held by a financially dependent daughter of the reporting person as of August 2, 2014. Mr. Spinner no longer has a reportable beneficial interest in 3,310 shares of common stock owned by two daughters of the reporting person that no longer share the reporting person's household and are no longer financially dependent on the reporting person (including 1,410 shares of common stock reported as being indirectly acquired by the reporting person in this report) that were included in the reporting person's most recently filed Form 4 filed on January 9, 2015.

- (3) On January 28, 2013, Mr. Spinner gifted 532 shares to each of his three daughters. These gifts were not timely reported due to an inadvertent oversight of the reporting person. Two of the reporting person's daughters shared the reporting person's household and/or were financially dependent on the reporting person at the time of the gift and therefore the reporting person acquired an indirect beneficial ownership of the 1,064 shares gifted to such daughters as of the date of the gift; provided, however, that only one of the reporting person's daughters shared the reporting person's household and/or was financially dependent on the reporting person as of the end of the issuer's fiscal year. While all shares indirectly acquired by the reporting person as of the date of the gift are being reported in column 4, only the 3,110 shares owned by the one financially dependent daughter as of the end of the issuer's fiscal year are being reported as indirectly owned in column 5.

- (4) On January 28, 2014, Mr. Spinner gifted 406 shares to each of his three daughters. These gifts were not timely reported due to an inadvertent oversight of the reporting person. Two of the reporting person's daughters shared the reporting person's household and/or were financially dependent on the reporting person at the time of the gift and therefore the reporting person acquired an indirect beneficial ownership of the 812 shares gifted to such daughters as of the date of the gift; provided, however, that only one of the reporting person's daughters shared the reporting person's household and/or was financially dependent on the reporting person as of the end of the issuer's fiscal year. While all shares indirectly acquired by the reporting person as of the date of the gift are being reported in column 4, only the 3,110 shares owned by the one financially dependent daughter as of the end of the issuer's fiscal year are being reported as indirectly owned in column 5.

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