

UNITED NATURAL FOODS INC
Form 4
October 20, 2015

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 *
DZIKI THOMAS A

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)

CHRSO

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 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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|------------|-------|
| | | | | Code | V | Amount | | | | (A) or (D) | Price |
| Common Stock | 10/16/2015 | | M | | | 6,521 | A | \$ 24.3 | 14,301 | D | |
| Common Stock | 10/16/2015 | | M | | | 2,004 | A | \$ 37.44 | 16,305 | D | |
| Common Stock | 10/16/2015 | | M | | | 5,210 | A | \$ 33.9 | 21,515 | D | |
| Common Stock | 10/16/2015 | | M | | | 5,460 | A | \$ 37.82 | 26,975 | D | |
| Common Stock | 10/16/2015 | | S | | | 19,195 | D | \$ 53.9407 | 7,780 | D | |

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(1)

| | | | |
|-----------------|-------|---|------------------------|
| Common Stock | 2,656 | I | See footnote (2) |
|-----------------|-------|---|------------------------|

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.

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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 | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Option (right to buy) | \$ 24.3 ⁽³⁾ | 10/16/2015 | | M | 6,521 | ⁽⁴⁾ 09/11/2019 ⁽⁴⁾ | Common Stock | 6,521 | |
| Employee Stock Option (right to buy) | \$ 37.44 ⁽³⁾ | 10/16/2015 | | M | 2,004 | ⁽⁴⁾ 11/30/2020 ⁽⁴⁾ | Common Stock | 2,004 | |
| Employee Stock Option (right to buy) | \$ 33.9 ⁽³⁾ | 10/16/2015 | | M | 5,210 | ⁽⁴⁾ 09/10/2020 ⁽⁴⁾ | Common Stock | 5,210 | |
| Employee Stock Option (right to buy) | \$ 37.82 ⁽³⁾ | 10/16/2015 | | M | 5,460 | ⁽⁴⁾ 09/12/2021 ⁽⁴⁾ | Common Stock | 5,460 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DZIKI THOMAS A C/O UNITED NATURAL FOODS, INC. 313 IRON HORSE WAY PROVIDENCE, RI 02908 | | | | CHRSO |

Signatures

Lisa N'Chonon, Power-of-Attorney,
in fact

10/20/2015

__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) The transaction price listed is a weighted average. Actual sale prices for these dispositions ranged from \$53.86 to \$54.00.
Includes 2,636 shares of common stock allocated to the reporting person under the United Natural Foods, Inc. Employee Stock Ownership Plan and 20 shares of common stock allocated to the reporting person under the United Natural Foods, Inc. 401(k) Plan's UNFI Stock Fund as of October 16, 2015.
- (3) United Natural Foods, Inc.'s closing price on the NASDAQ National Market on the date of grant.
- (4) The stock options vest and become exercisable in four equal annual installments beginning on the first anniversary of the date of grant and expire on the tenth 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. 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.