

BARKER GORDON D
Form 4
September 14, 2010

FORM 4

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

OMB APPROVAL

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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 *
BARKER GORDON D

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)
09/10/2010

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

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)
				(A) or (D)	Price		
				Code	V	Amount	

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V	(A)	(D)			
Restricted Stock Unit	<u>(1)</u>	09/10/2010	A		6,000		<u>(2)</u> <u>(2)</u>	Common Stock	6,000
Restricted Stock Unit	<u>(1)</u>	09/10/2010	D			2,000	<u>(2)</u> <u>(2)</u>	Common Stock	2,000
Phantom Stock	<u>(5)</u>	09/10/2010	A		2,000		<u>(5)</u> <u>(5)</u>	Common Stock	2,000
Employee Stock Option (right to buy)	\$ 33.9 <u>(3)</u>	09/10/2010	A		3,500		<u>(4)</u> 09/10/2020	Common Stock	3,500
Restricted Stock Unit	<u>(1)</u>	09/11/2010	D			1,598	<u>(2)</u> <u>(2)</u>	Common Stock	1,598
Phantom Stock	<u>(5)</u>	09/11/2010	A		1,598		<u>(5)</u> <u>(5)</u>	Common Stock	1,598

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARKER GORDON D 313 IRON HORSE WAY PROVIDENCE, RI 02908			X	

Signatures

Lisa N'Chonon, Power-of-Attorney,
in fact 09/14/2010

**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) 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.
 - (2) 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.
 - (3) United Natural Foods, Inc.'s closing price on the NASDAQ National Market on September 10, 2010.

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- (4) The stock options vest and becomes exercisable as follows: 1/3 immediately, with the remainder in two equal annual installments beginning on the first anniversary of the date of grant.
- (5) The security converts to common stock on a one-for-one basis subject to the terms of the United Natural Foods, Inc. Deferred Compensation Plan.

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.