

UNITED NATURAL FOODS INC
Form 4
September 13, 2011

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

3. Date of Earliest Transaction (Month/Day/Year)
09/10/2011

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

(Street)
PROVIDENCE, RI 02908

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

(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	09/10/2011		M		5,917	A	\$ 0 86,110	D
Common Stock	09/10/2011		F(1)		2,497	D	\$ 37.95 83,613	D
Common Stock	09/11/2011		M		6,094	A	\$ 0 89,707	D
Common Stock	09/11/2011		F(2)		2,602	D	\$ 37.95 87,105	D
Common Stock							5,518	I See footnote

(3)

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			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	V	(A)	(D)	Date Exercisable		
Restricted Stock Unit	<u>(4)</u>	09/10/2011		M			5,917	<u>(5)</u>	<u>(5)</u>	Common Stock	5,917
Restricted Stock Unit	<u>(4)</u>	09/11/2011		M			6,094	<u>(5)</u>	<u>(5)</u>	Common Stock	6,094
Restricted Stock Unit	<u>(4)</u>	09/11/2011		D			2,031	<u>(5)</u>	<u>(5)</u>	Common Stock	2,031
Phantom Stock	<u>(6)</u>	09/11/2011		<u>A(2)</u>			2,031	<u>(6)</u>	<u>(6)</u>	Common Stock	2,031

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	X		President and CEO	

Signatures

Lisa N'Chonon, Power-of-Attorney,
in-fact 09/13/2011

 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, 2011, 5,917 shares of United Natural Foods, Inc. (the "Company") restricted stock units vested. The Company retained 1,906 shares on September 10, 2011 to satisfy certain tax withholding obligations in connection with the vesting of such shares.
On September 11, 2011, 8,125 shares of United Natural Foods, Inc. (the "Company") restricted stock units vested. Of these shares, the reporting person had previously elected to defer 2,031 shares to the Company's Deferred Stock Plan. The Company retained 2,602 shares on September 11, 2011 to satisfy certain tax withholding obligations in connection with the vesting of such shares.
- (3) Includes 258 shares of common stock allocated to the reporting person under the United Natural Foods, Inc. Employee Stock Ownership Plan as well as 2,260 shares held by a daughter(1) of the reporting person, 1,500 shares held by a daughter(2) of the reporting person, and 1,500 shares held by the brother of the reporting person, as custodian for a daughter(3) of the reporting person as of September 12, 2011.
- (4) 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.
- (5) The restricted stock units vest in four equal annual installments beginning on the first anniversary of the date of grant.
- (6) 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.