

UNITED NATURAL FOODS INC
 Form 4
 September 15, 2009

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 *
FUNK MICHAEL S

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)
09/11/2009

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

260 LAKE RD

(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) Code V Amount (D) Price			
Common Stock					63,194	D	
Common Stock					1,187	I	See footnote ⁽⁵⁾
Restricted Common Stock					13,500 ⁽⁶⁾	D	

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

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displays a currently valid OMB control number.

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⁾	09/11/2009		A	6,000	<u>(1)</u>	09/11/2019	Common Stock	6,000
Restricted Stock Unit	<u>(2)</u>	09/11/2009		A	7,200	<u>(4)</u>	<u>(4)</u>	Common Stock	7,200
Restricted Stock Unit	<u>(2)</u>	09/11/2009		D	2,400	<u>(4)</u>	<u>(4)</u>	Common Stock	2,400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FUNK MICHAEL S 260 LAKE RD DAYVILLE, CT 06241		X		

Signatures

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

09/15/2009

 **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 stock option vests as follows: one-third vests immediately and the remaining stock options become exercisable in two equal annual installments beginning on the first anniversary of the date of grant.

(2) 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 Mr. Funk's restricted unit award agreement.

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- (3) United Natural Foods, Inc.'s closing price on the NASDAQ National Market on September 11, 2009.
- (4) The restricted stock units vest as follows: one-third vests on the date of grant and the remaining two-thirds of the award vest in two equal annual installments beginning on the first anniversary of the date of grant.
- (5) Includes 1,187 shares of common stock allocated to Mr. Funk under the United Natural Foods, Inc Employee Stock Ownership Plan.
- (6) The restricted stock vests in four equal annual installments beginning on the first 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.

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