

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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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 *
ATWOOD DANIEL V

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)
260 LAKE RD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/11/2009

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
EVP, Chief Marketing Officer

DAYVILLE, CT 06241

(City) (State) (Zip)

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

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)
Common Stock				(A) or (D) Price	142,783	D	
Common Stock				(A) or (D) Price	49,048	I	See footnote <u>(5)</u>
Restricted Common Stock				(A) or (D) Price	6,300 <u>(6)</u>	D	

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

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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. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 24.3 ⁽³⁾	09/11/2009		A	4,000	⁽¹⁾ 09/11/2019	Common Stock	4,000
Restricted Stock Unit	⁽²⁾	09/11/2009		A	4,800	⁽⁴⁾ ⁽⁴⁾	Common Stock	4,800
Phantom Stock	⁽⁷⁾					⁽⁷⁾ ⁽⁷⁾	Common Stock	1,575

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ATWOOD DANIEL V 260 LAKE RD DAYVILLE, CT 06241			EVP, Chief Marketing Officer	

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 and becomes exercisable in four 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. Atwood'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 in four equal annual installments beginning on the first anniversary of the date of grant.
- (5) Includes 49,048 shares of common stock allocated to Mr. Atwood under the United Natural Foods, Inc. Employee Stock Ownership Plan as of September 14, 2009.
- (6) The shares vest in four equal annual installments beginning on the first anniversary of the date of grant.
- (7) The security converts to common stock on a one-for-one basis subject to the terms of the United Natural Foods, Inc. Deferred Stock Plan.
- (8) Total of all phantom stock held by the reporting person in the United Natural Foods, Inc. Deferred Stock Plan.

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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