Edgar Filing: UNITED NATURAL FOODS INC - Form 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB

UNITED NATURAL FOODS INC

Form 4

Common

Stock

December 08, 2009

FORM 4

	UNITED	SIAIL					NGE (Number:	3235-0287	
Check the if no long subject to Section Form 4 of Form 5 obligation may compare the section of t	strinue. STATEM STAT	rsuant to (a) of the	Washington, D.C. 20549 FOR CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES SECURITIES Latinated average burden hours per response To Section 16(a) of the Securities Exchange Act of 1934, the Public Utility Holding Company Act of 1935 or Section 0(h) of the Investment Company Act of 1940								
(Print or Type	Responses)										
1. Name and Address of Reporting Person * SIMONE THOMAS B			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) 313 IRON HORSE WAY			3. Date of Earliest Transaction (Month/Day/Year) 12/06/2009					_X_ Director 10% Owner Officer (give title below) Under (specify below)			
PROVIDE	Filed(Month/Day/Year) Applicable Lin _X_ Form filed Form filed					Applicable Line) _X_ Form filed by	r Joint/Group Filing(Check by One Reporting Person y More than One Reporting				
(City)	(State)	(Zip)	Table	I - Non-De	erivative S	ecuri	ties Ac	quired, Disposed (of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year) Executi		3. Transaction Code (Instr. 8)	4. Securit nAcquired Disposed (Instr. 3, 4	ies (A) o of (D	r)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	,	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock								9,000	D		

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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30,000

See

footnote (5)

OMB APPROVAL

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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. Transacti Code (Instr. 8)	orDerivati Securitie Acquire Dispose	ecurities (Month/Day/Year) cquired (A) or isposed of (D) nstr. 3, 4, and		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0 (1)	12/06/2009		D		3,000	(2)	(2)	Common Stock	3,000
Phantom Stock	\$ 0 (3)	12/06/2009		A	3,000		(3)	<u>(3)</u>	Common Stock	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
·r· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other			
SIMONE THOMAS B 313 IRON HORSE WAY PROVIDENCE, RI 02908	X						

Signatures

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

**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).

12/08/2009

- (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 Mr. Simone's restricted stock unit award agreement.
- (2) The restricted stock units vest as follows: one-third vests on the date of grant, December 6, 2007, and the remaining two-thirds of the award vest in two equal annual installments beginning on the first anniversary of the date of grant.
- (3) 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.
- (4) Total of all phantom stock held by the reporting person in the United Natural Foods, Inc. Deferred Stock Plan.
- (5) Shares held by the Thomas B. Simone and Shirley A. Simone 1990 Family Trust Agreemeent.

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.

Reporting Owners 2