

UNITED NATURAL FOODS INC
 Form 4
 September 12, 2013

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 *
 Shamber Mark

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)

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

SVP, Chief Financial Officer

C/O UNITED NATURAL FOODS, INC., 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)
			Code	V	Amount or Price		
Common Stock	09/10/2013		M		1,338 A \$ 0	18,733	D
Common Stock	09/10/2013		F ⁽¹⁾		478 D \$ 59.59	18,255	D
Common Stock	09/10/2013		A ⁽²⁾		2,473 A \$ 0	20,728	D
Common Stock	09/10/2013		F ⁽³⁾		825 D \$ 60.31	19,903	D
Common Stock	09/11/2013		M		1,547 A \$ 0	21,450	D

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Common Stock	09/11/2013	F ⁽⁴⁾	553	D	\$ 58.81	20,897	D	
Common Stock						4,029	I	See footnote <u>(5)</u>

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

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(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 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
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Restricted Stock Unit	\$ 0 ⁽⁶⁾	09/10/2013		M	1,338	⁽⁷⁾ ⁽⁷⁾	Common Stock	1,338
Restricted Stock Unit	\$ 0 ⁽⁶⁾	09/10/2013		D	1,338	⁽⁷⁾ ⁽⁷⁾	Common Stock	1,338
Phantom Stock	\$ 0	09/10/2013		A ⁽¹⁾	1,338	⁽⁸⁾ ⁽⁸⁾	Common Stock	1,338
Restricted Stock	\$ 0 ⁽⁶⁾	09/11/2013		M	1,547	⁽⁷⁾ ⁽⁷⁾	Common Stock	1,547
Restricted Stock	\$ 0 ⁽⁶⁾	09/11/2013		D	1,547	⁽⁷⁾ ⁽⁷⁾	Common Stock	1,547
Phantom Stock	\$ 0	09/11/2013		A ⁽⁴⁾	1,547	⁽⁸⁾ ⁽⁸⁾	Common Stock	1,547

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shamber Mark C/O UNITED NATURAL FOODS, INC.			SVP, Chief Financial Officer	

313 IRON HORSE WAY
PROVIDENCE, RI 02908

Signatures

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

09/12/2013

__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, 2013, 2,676 shares of Company's restricted stock units vested. Of these shares, the reporting person had previously elected to defer 1,338 shares to the Company's Deferred Compensation Plan. The Company retained 478 shares on that date to satisfy certain tax withholding obligations in connection with the vesting.

(2) On September 10, 2013, the Compensation Committee of the Board of Directors of United Natural Foods, Inc. (the "Company") reviewed the Company's total shareholder return versus a peer group and return on invested capital for fiscal 2013 (the "Performance Period") in comparison to performance targets with respect to performance units awarded to the reporting person on September 12, 2011. After reviewing the Company's financial performance in comparison to the performance targets, the Compensation Committee approved the vesting of 2,473 performance units and the resulting issuance of 2,473 shares of the Company's Common Stock to the reporting person, both of which were effective as of the last day of the Performance Period.

(3) Following the Compensation Committee's determination regarding the vesting of the performance units described in footnote 2, the Company retained 825 of the shares issuable to the reporting person to satisfy the related tax withholding obligations based on the Company's closing stock price on the last day of the Performance Period.

(4) On September 11, 2013, 3,094 shares of Company's restricted stock units vested. Of these shares, the reporting person had previously elected to defer 1,547 shares to the Company's Deferred Compensation Plan. The Company retained 553 shares on that date to satisfy certain tax withholding obligations in connection with the vesting.

(5) Includes 2,293 shares of common stock allocated to the reporting person under the United Natural Foods, Inc. Employee Stock Ownership Plan and 1,736 shares of common stock allocated to the reporting person under the United Natural Foods, Inc. 401(k) Plan's UNFI Stock Fund as of September 9, 2013.

(6) 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.

(7) The restricted stock units vest in four equal annual installments beginning on the first anniversary of the date of grant.

(8) 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.

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