UNITED NATURAL FOODS INC

Form 4

September 15, 2009

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

OMB Number:

3235-0287

0.5

Check this box if no longer

subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

OMB APPROVAL

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Form 4 or Form 5 obligations may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * GRAHAM GAIL A			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)	· · ·	(M	3. Date of Earliest Transaction (Month/Day/Year) 09/11/2009				_X_ Director Officer (giv below)		Owner er (specify
(Street) DAYVILLE, CT 06241			4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-I	Derivative S	Securi	ties Ac	quired, Disposed	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year		Date, if Transact Code	, ,	d (A) o))	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/11/2009		M	1,064	A	\$0	6,352	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)

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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. Numb orDerivativ Securitie Acquired Disposed (Instr. 3, 5)	ve es d (A) or d of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 24.3 (3)	09/11/2009		A	2,660		<u>(1)</u>	09/11/2019	Common Stock	2,660
Restricted Stock Unit	(2)	09/11/2009		A	3,192		<u>(4)</u>	<u>(4)</u>	Common Stock	3,192
Restricted Stock Unit	(2)	09/11/2009		M		1,064	<u>(4)</u>	<u>(4)</u>	Common Stock	1,064
Phantom Stock	<u>(5)</u>						(5)	<u>(5)</u>	Common Stock	5,320 (6)

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
GRAHAM GAIL A 260 LAKE RD DAYVILLE, CT 06241	X						

Signatures

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

**Signature of Reporting Person

09/15/2009 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 Ms. Graham's restricted unit award agreement.
- (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.

Reporting Owners 2

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- (5) 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.
- (6) 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. 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.