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KOCH CARL FREDERICK III

Form 4

September 15, 2009

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number:

3235-0287 January 31,

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: 2005 Estimated average

Form 4 or Form 5 obligations

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

burden hours per response... 0.5

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * KOCH CARL FREDERICK III			Symbol	•			5. Relationship of Reporting Person(s) to Issuer			
			UNITED NATURAL FOODS [UNFI]			DS INC	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)			DirectorX Officer (give below)		6 Owner er (specify		
260 LAKE RD			09/11/20	09/11/2009				Chief Human Resources Officer		
	(Street)		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				
DAYVILLE	, CT 06241						Form filed by Person	More than One Ro	eporting	
(City)	(State)	(Zip)	Table	I - Non-De	erivative Se	ecurities Acc	quired, Disposed (of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	Year) Execution	Deemed ution Date, if th/Day/Year)	Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3,	(A) or of (D)	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							10,561	D		
Common Stock							8,364	I	See footnote (5)	
Restricted Common Stock							2,400 (6)	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form

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displays a currently valid OMB control

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. Transactic 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)	
				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	6,562	<u>(1)</u>	09/11/2019	Common Stock	6,562
Restricted Stock Unit	(2)	09/11/2009		A	8,662	<u>(4)</u>	<u>(4)</u>	Common Stock	8,662

Dalatianahin

Officer

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
KOCH CARL FREDERICK III			Chief Human				
260 LAKE RD			Resources				

Signatures

DAYVILLE, CT 06241

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. Koch'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 in four equal annual installments beginning on the first anniversary of the date of grant.

Reporting Owners 2

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- Includes 2,006 shares of common stock allocated to Mr. Koch under the United Natural Foods, Inc. Employee Stock Ownership Plan and 6,358 shares of common stock allocated to Mr. Koch under the United Natural Foods, Inc. 401(k) Plan's UNFI Stock Fund as of September 14, 2009.
- (6) The shares vest 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. 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.