#### UNITED NATURAL FOODS INC

Form 4

September 14, 2010

### FORM 4

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

OMB Number:

response...

burden hours per

3235-0287

0.5

Check this box if no longer

if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

**OMB APPROVAL** 

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).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * CIANCIOLO JOSEPH M			2. Issuer Name <b>and</b> Ticker or Trading Symbol UNITED NATURAL FOODS INC			5. Relationship of Reporting Person(s) to Issuer			
			TED NATO	KAL FO	JDS INC	(Check all applicable)			
(Last)	(First) (M		3. Date of Earliest Transaction (Month/Day/Year)			X Director Officer (gi		% Owner er (specify	
313 IRON H	`	)/2010			below) below)				
(Street)			mendment, D	ate Original		6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)			Applicable Line)			
						_X_ Form filed by One Reporting Person Form filed by More than One Reporting			
PROVIDEN					Person				
(City)	(State) (	Zip) T	able I - Non-	Derivative S	Securities Ac	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties	5. Amount of	6. Ownership	7. Nature of	
Security (Month/Day/Year) Executi		Execution Date	if Transac	TransactionAcquired (A) or		Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code	Disposed	` '	Beneficially	(D) or	Beneficial	
		(Month/Day/Ye	ar) (Instr. 8	(Instr. 3,	4 and 5)	Owned	Indirect (I)	Ownership	
						Following	(Instr. 4)	(Instr. 4)	
					(A)	Reported			
					or	Transaction(s)			
			Code	V Amount	(D) Price	(Instr. 3 and 4)			
Common						2 000	Ī	See	

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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(9-02)

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2,000

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

footnote (6)

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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 orDerivative Securities Acquired Disposed (Instr. 3, 5)	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
Restricted Stock Unit	<u>(1)</u>	09/10/2010		A	3,192		(2)	(2)	Common Stock	3,192
Restricted Stock Unit	<u>(1)</u>	09/10/2010		D		1,064	(2)	(2)	Common Stock	1,064
Phantom Stock	<u>(5)</u>	09/10/2010		A	1,064		<u>(5)</u>	<u>(5)</u>	Common Stock	1,064
Employee Stock Option (right to buy)	\$ 33.9 (3)	09/10/2010		A	2,660		<u>(4)</u>	09/10/2020	Common Stock	2,660
Restricted Stock Unit	(1)	09/11/2010		D		1,197	(2)	<u>(2)</u>	Common Stock	1,197
Phantom Stock	<u>(5)</u>	09/11/2010		A	1,197		(5)	(5)	Common Stock	1,197

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
CIANCIOLO JOSEPH M 313 IRON HORSE WAY PROVIDENCE, RI 02908	X						
<b>^</b> :							

### **Signatures**

Lisa N'Chonon, Power-of-Attorney,

in fact 09/14/2010

\*\*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).
- 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.

**(2)** 

Reporting Owners 2

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The restricted stock units vest 1/3 immediately, with the remaining 2/3 vesting in two equal annual installments beginning on the first anniversary of the date of grant.

- (3) United Natural Foods, Inc.'s closing price on the NASDAQ National Market on September 10, 2010.
- The stock options vest and becomes exercisable as follows: 1/3 immediately, with the remainder in two equal annual installments beginning on the first anniversary of the date of grant.
- (5) 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.
- (6) Shares held in an individual retirement account.

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.