## Edgar Filing: UNITED NATURAL FOODS INC - Form 4

#### UNITED NATURAL FOODS INC

Form 4

December 20, 2010

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

0.5

Person

January 31, Expires: 2005

**OMB APPROVAL** 

Estimated average

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue.

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)

See Instruction

1. Name and Address of Reporting Person _ GRAHAM GAIL A			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			UNITED NATURAL FOODS INC [UNFI]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	X Director 10% Owner Officer (give title Other (specify		
313 IRON HORSE WAY			(Month/Day/Year) 12/17/2010	below) below)		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
(onect)			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
			1 iicu(Month/Day/ Icar)			
DDOVIDENC	E DI 02009	0		Form filed by More than One Reporting		

## PROVIDENCE, RI 02908

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secur	rities Acqui	red, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit corr Dispos (Instr. 3,	ed of	` ′	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	12/17/2010		M	4,236	A	\$ 28.14	12,908	D	
Common Stock	12/17/2010		M	1,774	A	\$ 25.37	14,682	D	
Common Stock	12/17/2010		M	3,990	A	\$ 24.54	18,672	D	
Common Stock	12/17/2010		S	10,000	D	\$ 37.252 (2)	8,672	D	

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

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SEC 1474 (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. Transactic Code (Instr. 8)	5. Number on 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
Stock option (right to buy)	\$ 28.14	12/17/2010		M	4,236	<u>(1)</u>	12/01/2014(1)	Common Stock	4,236
Stock option (right to buy)	\$ 25.37	12/17/2010		M	1,774	<u>(1)</u>	12/08/2015 <u>(1)</u>	Common Stock	1,774
Stock option (right to buy)	\$ 24.54	12/17/2010		M	3,990	<u>(1)</u>	09/16/2018(1)	Common Stock	3,990

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
reporting owner runner runners	Director	10% Owner	Officer	Other			
GRAHAM GAIL A 313 IRON HORSE WAY PROVIDENCE, RI 02908	X						

# **Signatures**

Lisa N'Chonon, Power-of-Attorney,
in fact 12/20/2010

\*\*Signature of Reporting Person Date

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# **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 options vest and become exercisable for 1/3 immediately, with the remaining 2/3 vesting in two equal annual installments beginning on the first anniversary of the date of grant, and expire on the tenth anniversary of the date of grant.
- (2) The transaction price listed is a weighted average. Actual sale prices for these dispositions ranged from \$37.250 to \$37.270.

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.