

UNITED NATURAL FOODS INC

Form 4

September 18, 2014

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Griffin Sean

(Last) (First) (Middle)

C/O UNITED NATURAL FOODS, INC., 313 IRON HORSE WAY

(Street)

PROVIDENCE, RI 02908

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

UNITED NATURAL FOODS INC
[UNFI]3. Date of Earliest Transaction
(Month/Day/Year)

09/16/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

SVP, Group President

6. Individual or Joint/Group Filing(Check Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting Person**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)
Common Stock	09/16/2014		M	1,009 A	\$ 0 ⁽¹⁾ 13,663	D	
Common Stock	09/16/2014		F ⁽²⁾	345 D	\$ 63.18 13,318	D	
Common Stock					1,439	I	See footnote ⁽³⁾

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

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(9-02)

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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. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V	(A)	(D)	Amount or Number of Shares
Restricted Stock Unit	(2)	09/16/2014		M		1,009	(4) (4)	Common Stock 1,009
Restricted Stock Unit	(2)	09/16/2014		D		336	(4) (4)	Common Stock 336
Phantom Stock	\$ 0	09/16/2014		A(2)		336	(5) (5)	Common Stock 336

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Griffin Sean C/O UNITED NATURAL FOODS, INC. 313 IRON HORSE WAY PROVIDENCE, RI 02908	SVP, Group President

Signatures

Lisa N'Chonon, Power-of-Attorney,
in fact 09/18/2014

**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) Restricted stock units convert into common stock on a one-for-one basis. Accordingly, there was no purchase price paid by the reporting person.

- (2) On September 16, 2014, 1,345 shares of United Natural Foods, Inc. (the "Company") restricted stock units vested, 25% of which the reporting person had previously elected to defer to the Company's Deferred Compensation Plan. The Company retained 345 shares on that date to satisfy certain tax withholding obligations in connection with the vesting.

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- Includes 259 shares of common stock allocated to the reporting person under the United Natural Foods, Inc. Employee Stock Ownership
- (3) Plan and 1,180 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 16, 2014.
 - (4) The restricted stock units vest in four 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.

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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