UNITED NATURAL FOODS INC

Form 4/A October 08, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

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10% Owner

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Check this box if no longer subject to Section 16. Form 4 or

SECURITIES Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

SPINNER STEVEN

(Last)

(City)

Common

Stock

2. Issuer Name and Ticker or Trading

Symbol

UNITED NATURAL FOODS INC

[UNFI]

3. Date of Earliest Transaction

(Month/Day/Year)

09/19/2014

(Check all applicable)

5. Relationship of Reporting Person(s) to

_X__ Director X_ Officer (give title Other (specify below)

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

(State)

(First)

(Street)

(Middle)

(Zip)

4. If Amendment, Date Original

Filed(Month/Day/Year)

09/23/2014

6. Individual or Joint/Group Filing(Check

President and CEO

Applicable Line)

X 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

Issuer

PROVIDENCE, RI 02908

1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities (Instr. 3) Code Disposed of (D) Beneficially (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) Owned Following

5. Amount of 6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4) Reported

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

or

115,593 D

Common See 5,693 I Stock footnote (1)

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

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SEC 1474 (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. Transactio Code (Instr. 8)	5. Number of orderivative 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 Share
Restricted Stock Unit	<u>(3)</u>	09/19/2014		A	12,180	<u>(4)</u>	<u>(4)</u>	Common Stock	12,18
Employee Stock Option (right to buy)	\$ 64.55 (5)	09/19/2014		A	14,770	<u>(6)</u>	09/19/2024(6)	Common Stock	14,77

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

SPINNER STEVEN C/O UNITED NATURAL FOODS, INC. 313 IRON HORSE WAY PROVIDENCE, RI 02908

X President and CEO

Signatures

Lisa N'Chonon, Power-of-Attorney,

in fact 10/08/2014

**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).
- Includes 593 shares of common stock allocated to the reporting person under the United Natural Foods, Inc. Employee Stock Ownership Plan as well as 1,700 shares held by a daughter(1) of the reporting person, 1,700 shares held by a daughter(2) of the reporting person, and 1,700 shares held by the brother of the reporting person, as custodian for a daughter(3) of the reporting person as of September 19, 2014.
- (2) Restricted stock units awarded September 19, 2014.
- (3) 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.
- (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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- (5) United Natural Foods, Inc.'s closing price on the NASDAQ National Market on the date of grant.
- (6) The stock options vest and becomes exercisable in four equal annual installments beginning on the first anniversary of the date of grant and expire on the tenth anniversary of the date of grant.

Remarks:

Form 4/A filed to adjust the number of employee stock options and restricted stock units granted on September 19, 2014 as a restricted stock units granted on September 19, 2014 as a restricted stock units granted on September 19, 2014 as a restricted stock units granted on September 19, 2014 as a restricted stock units granted on September 19, 2014 as a restricted stock units granted on September 19, 2014 as a restricted stock units granted on September 19, 2014 as a restricted stock units granted on September 19, 2014 as a restricted stock units granted on September 19, 2014 as a restricted stock units granted on September 19, 2014 as a restricted stock units granted on September 19, 2014 as a restricted stock units granted on September 19, 2014 as a restricted stock units granted on September 19, 2014 as a restricted stock units granted on September 19, 2014 as a restricted stock units granted on September 19, 2014 as a restricted stock units granted on September 19, 2014 as a restricted stock units granted on September 19, 2014 as a restricted stock units granted on September 19, 2014 as a restricted stock units granted on September 19, 2014 as a restricted stock units granted on September 19, 2014 as a restricted stock units granted on September 19, 2014 as a restricted stock units granted on September 19, 2014 as a restricted stock units granted on September 19, 2014 as a restricted stock units granted on September 19, 2014 as a restricted stock units granted on September 19, 2014 as a restricted stock units granted on September 19, 2014 as a restricted stock units granted on September 19, 2014 as a restricted stock units granted on September 19, 2014 as a restricted stock units granted on September 19, 2014 as a restricted stock units granted on September 19, 2014 as a restricted stock units granted on September 19, 2014 as a restricted stock units granted stock units