UNITED NATURAL FOODS INC

Form 4

December 21, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

0.5

January 31, Expires: 2005

OMB APPROVAL

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SECURITIES 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

1(b).

(Print or Type Responses)

See Instruction

	Address of Repo ARY ANDRE	_	Symbol	nd Ticker or Trading JRAL FOODS INC	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 260 LAKE	(First) ROAD, PO E	(Middle) BOX 999	3. Date of Earliest 7 (Month/Day/Year) 12/07/2007	Fransaction	Director _X Officer (give below) VP of Information	title 10% (below) rmation Technol	(specify	
	(Street)		4. If Amendment, I	Date Original	6. Individual or Jo	int/Group Filing	g(Check	
DAYVILL	E, CT 06241		Filed(Month/Day/Ye	ar)	Applicable Line) _X_ Form filed by O Form filed by M Person	1 0		
(City)	(State)	(Zip)	Table I - Non-	Derivative Securities Acq	quired, Disposed of,	, or Beneficially	y Owned	
1.Title of	2. Transaction	Date 2A. Deem	ed 3.	4. Securities Acquired	5. Amount of	6.	7. Natur	

(City)	(State)	(Zip) Table	e I - Non-D	erivative	Secur	ities Acqui	ired, Disposed of	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	tion Date 2A. Deemed ay/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			5. Amount of Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4) Transaction(s) (Instr. 3 and 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
C			Code V	Amount	(D)	Price	(IIIstr. 3 and 4)		
Common Stock	12/07/2007		F	378	D	<u>(1)</u>	8,022	D	
Common Stock	12/10/2007		F	378	D	<u>(2)</u>	7,644	D	
Common Stock	12/19/2007		M	3,750	A	\$ 18.655	11,394	D	
Common Stock	12/19/2007		M	2,500	A	\$ 28.14	13,894	D	
Common Stock	12/19/2007		M	1,000	A	\$ 25.37	14,894	D	

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Common Stock	12/19/2007	S	4,750	D	\$ 28.65	10,144	D	
Common Stock	12/19/2007	S	2,500	D	\$ 29	7,644	D	
Common Stock	12/19/2007	S	122	D	\$ 28.54	7,522	D	
Common Stock	12/19/2007	S	700	D	\$ 28.56	6,822	D	
Common Stock						2,596	I	See footnote (3)

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
Employee Stock Option (right to buy)	\$ 28.14	12/19/2007		M		2,500	12/01/2004	12/01/2014	Common Stock	2,500
Employee Stock Option (right to buy)	\$ 25.37	12/19/2007		M		1,000	12/08/2007	12/08/2015	Common Stock	1,000
Employee Stock Option (right to	\$ 18.655	12/19/2007		M		3,750	12/03/2007	12/03/2013	Common Stock	3,750

Other

buy)

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer

GLENN GARY ANDREW

260 LAKE ROAD
PO BOX 999
DAYVILLE, CT 06241

VP of
Information
Technology

Signatures

Mark Shamber (Power of Attorney, in fact) 12/21/2007

**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).
- On December 7, 2007, an aggregate of 1,200 shares of United Natural Foods, Inc. (the "Company") restricted common stock vested (from a restricted stock grant dated December 7, 2006). On December 7, 2007, the Company withheld 378 shares of such restricted common stock to satisfy certain tax withholding obligations of Mr. Glenn in connection with the vesting of such 1,200 shares.
- On December 8, 2007, an aggregate of 1,200 shares of the Company's restricted common stock vested (from a restricted stock grant dated (2) December 8, 2005). On December 10, 2007, the Company withheld 378 shares of such restricted common stock to satisfy certain tax withholding obligations of Mr. Glenn in connection with the vesting of such 1,200 shares.
- (3) Includes 2,596 shares of common stock allocated to Mr. Glenn under the United Natural Foods, Inc. Employee Stock Ownership Plan as of December 21, 2007.

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.

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