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MCINTYRE DONALD P.

Form 3/A

September 17, 2012

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

WAY

MCINTYRE DONALD P.

(Last)

(First)

C/O UNFI. 313 IRON HORSE

(Middle)

Statement

(Month/Day/Year)

09/07/2012

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

UNITED NATURAL FOODS INC [UNFI]

4. Relationship of Reporting Person(s) to Issuer

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

09/10/2012

(Check all applicable)

President, West Region

Director _X__ Officer

10% Owner Other (give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

4. Nature of Indirect Beneficial

(Street)

PROVIDENCE, Â RIÂ 02908

(City) (State)

1. Title of Security (Instr. 4)

(Zip)

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership

Form: Direct (D)

Table I - Non-Derivative Securities Beneficially Owned

Ownership (Instr. 5)

or Indirect (I) (Instr. 5)

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable

Expiration Title Date

Amount or Number of Shares

Derivative Security Direct (D) or Indirect

(I)

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(Instr. 5)

Restricted Stock Unit $\hat{A} \stackrel{(2)}{=} \hat{A} \stackrel{(2)}{=} \frac{Common}{Stock} 5,470 \$ 0 \stackrel{(1)}{=} D \hat{A}$

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MCINTYRE DONALD P.

PROVIDENCE, ÂRIÂ 02908

C/O UNFI 313 IRON HORSE WAY Â Â President, West Region Â

Signatures

Lisa N'Chonon, Power-of-Attorney, in-fact 09/17/2012

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) 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 award agreement.

(2) The restricted stock units vest in four equal annual installments beginning on the first anniversary of the date of grant.

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Remarks:

This amendment is to properly reflect Restricted Stock Units which were granted prior to the report

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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