

UNITED NATURAL FOODS INC
 Form 4
 December 21, 2010

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

OMB APPROVAL

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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 *
 SIMONE THOMAS B

2. Issuer Name and Ticker or Trading Symbol
 UNITED NATURAL FOODS INC
 [UNFI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 12/16/2010

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

313 IRON HORSE WAY

(Street)

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

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

PROVIDENCE, RI 02908

(City) (State) (Zip)

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---|--|-----------------------------------|--------------|
| | | | Code | V | Amount | (A) or (D) | | | | Price |
| Common Stock | 12/17/2010 | | M | | 26,600 | A | \$ 28.14 | 26,600 | D | |
| Common Stock | 12/17/2010 | | M | | 9,000 | A | \$ 24.54 | 35,600 | D | |
| Common Stock | 12/17/2010 | | M | | 3,080 | A | \$ 24.3 | 38,680 | D | |
| Common Stock | 12/17/2010 | | S | | 38,680 | D | \$ 37.3169 (6) | 0 | D | |
| Common Stock | | | | | | | | 11,000 | I | See footnote |

(7)

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. 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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Am or Num of S |
| Restricted Stock Unit | <u>(1)</u> | 12/16/2010 | | D ⁽⁴⁾ | 1,599 | <u>(2)</u> | <u>(2)</u> | Common Stock | 1, |
| Phantom Stock | <u>(3)</u> | 12/16/2010 | | A | 1,599 | <u>(3)</u> | <u>(3)</u> | Common Stock | 1, |
| Stock option (right to buy) | \$ 28.14 | 12/17/2010 | | M | 26,600 | <u>(8)</u> | 12/01/2014 ⁽⁸⁾ | Common Stock | 26, |
| Stock option (right to buy) | \$ 24.54 | 12/17/2010 | | M | 9,000 | <u>(8)</u> | 09/16/2018 ⁽⁸⁾ | Common Stock | 9, |
| Stock option (right to buy) | \$ 24.3 | 12/17/2010 | | M | 3,080 | <u>(5)</u> | 09/11/2019 ⁽⁵⁾ | Common Stock | 3, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SIMONE THOMAS B 313 IRON HORSE WAY PROVIDENCE, RI 02908 | | X | | |

Signatures

Lisa N'Chonon, Power-of-Attorney,
in fact

12/21/2010

__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) 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.
 - (2) The vesting of the last tranch of Mr. Simone's restricted stock units granted on September 11, 2009 were accelerated upon his retirement from our Board of Directors on December 16, 2010.
 - (3) 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 and United Natural Foods, Inc. Deferred Stock Plan.
 - (4) Mr. Simone had previously elected to defer 100% of any restricted stock units granted during 2009 to the Company's Deferred Compensation Plan upon vesting.
- The stock options normally vest and become exercisable in three equal annual installments beginning on the date of grant, and expire on
- (5) the tenth anniversary of the date of grant. The vesting of the last tranch of Mr. Simone's stock options granted on September 11, 2009 were accelerated upon his retirement from our Board of Directors on December 16, 2010.
 - (6) The transaction price listed is a weighted average. Actual sale prices for these dispositions ranged from \$37.230 to \$37.430.
 - (7) Shares held by the Thomas B. Simone and Shirley A. Simone 1990 Family Trust Agreement.
 - (8) The stock options vest and become exercisable in three equal annual installments beginning on the date of grant, and expire on the tenth anniversary of the date of grant.

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.