

UNIFIRST CORP
Form 4
November 12, 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 *
CROATTI CYNTHIA

2. Issuer Name and Ticker or Trading Symbol
UNIFIRST CORP [UNF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
68 JONSPIN ROAD

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/11/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive VP and Treasurer

WILMINGTON, MA 01887

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

(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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 11/11/2014 | | M | 4,000 A \$ 42.55 | 4,000 | D | |
| Common Stock | 11/11/2014 | | S | 4,000 (1) D \$ 111.9613 | 0 | D | |
| Class B Common Stock | | | | | 1,933,885 (2) (3) | I | By Partnership |
| Class B Common Stock | | | | | 1,021,748 (3) (4) | I | By Partnership |
| | | | | | 4,374 (5) | I | By Trust |

| | | | | | | | |
|----------------------------|--|--|--|-----------------------|---|--|----------|
| Class B Common Stock | | | | | | | |
| Common Stock | | | | 68,534 ⁽⁶⁾ | I | | By LLC |
| Class B Common Stock | | | | 48,000 ⁽⁷⁾ | I | | By Trust |
| Class B Common Stock | | | | 4,674 ⁽⁸⁾ | I | | By Trust |

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

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(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 (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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Common Stock Option (right to buy) | \$ 42.55 | 11/11/2014 | | M | 4,000 | ⁽⁹⁾ 11/10/2019 | Common Stock (\$0.10 par value) | 4,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CROATTI CYNTHIA 68 JONSPIN ROAD WILMINGTON, MA 01887 | X | X | Executive VP and Treasurer | |

Signatures

/s/ David Whitman,
Attorney-in-Fact

11/11/2014

__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) Represents shares sold pursuant to a Rule 10b5-1 sales plan.

Represents shares owned directly by The Queue Limited Partnership and indirectly by each of Queue Management Associates, Inc., Ronald D. Croatti, Cynthia Croatti and Cecelia Levenstein. Queue Management Associates, Inc. is the general partner of The Queue

(2) Limited Partnership. Ronald D. Croatti and Cynthia Croatti are officers, directors and shareholders of Queue Management Associates, Inc., and Cecelia Levenstein is a director and shareholder of Queue Management Associates, Inc. Ronald D. Croatti is a beneficiary, but not a trustee, of a trust holding a limited partnership interest in The Queue Limited Partnership. Cynthia Croatti and Cecelia Levenstein are trustees or beneficiaries of various trusts which hold limited partnership interests in The Queue Limited Partnership.

(3) Each of the aforementioned reporting persons disclaims beneficial ownership of these reported securities, except to the extent of his, her or its pecuniary interest therein, and this report shall not be deemed an admission that such persons are the beneficial owners of these securities for purposes of Section 16 or any other purpose.

Represents shares owned directly by The Red Cat Limited Partnership and indirectly by each of Red Cat Management Associates, Inc., Ronald D. Croatti and Cynthia Croatti. Red Cat Management Associates, Inc. is the general partner of The Red Cat Limited Partnership.

(4) Ronald D. Croatti and Cynthia Croatti are officers, directors and shareholders of Red Cat Management Associates, Inc. Ronald D. Croatti is the beneficiary, but not a trustee, of a trust holding a limited partnership interest in The Red Cat Limited Partnership. Cynthia Croatti and Cecelia Levenstein are trustees or beneficiaries of certain trusts which hold limited partnership interests in The Red Cat Limited Partnership.

(5) Represents shares owned directly by The Marie Croatti QTIP Trust. Ronald D. Croatti and Cynthia Croatti are trustees of The Marie Croatti QTIP Trust. Ronald D. Croatti and Cynthia Croatti disclaim beneficial ownership of these reported securities, except to the extent of each individual's pecuniary interest therein, and this report shall not be deemed an admission that either of such individuals is the beneficial owner of these securities for purposes of Section 16 or any other purpose.

(6) Cynthia Croatti is the manager of Trilogy Investment Partners LLC, which as of the date of filing this report, directly owns the reported securities. Cynthia Croatti disclaims beneficial ownership of these reported securities, except to the extent of her pecuniary interest therein, and this report shall not be deemed an admission that she is the beneficial owner of the securities for purposes of Section 16 or any other purpose.

(7) Cynthia Croatti is a trustee of The Samuel E. Brown Gallo Trust - 1989 and The Nicholas C. Brown Gallo Trust - 1989, which as of the date of filing this report, each directly owns a portion of these reported securities. Cynthia Croatti disclaims beneficial ownership of these reported securities, except to the extent of her pecuniary interest therein, and this report shall not be deemed an admission that she is the beneficial owner of the securities for purposes of Section 16 or any other purpose.

(8) Cynthia Croatti is a trustee of The Ronald D. Croatti Non-GST Trust - 2006. Cynthia Croatti disclaims beneficial ownership of these reported securities, except to the extent of her pecuniary interest therein, and this report shall not be deemed an admission that she is the beneficial owner of these securities for purposes of Section 16 or any other purpose.

(9) This stock option became vested and exercisable 100% on the fifth anniversary of the grant date (11/10/2014).

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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