

UNITED NATURAL FOODS INC
 Form 4
 December 10, 2008

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 *
BEAUDRY MICHAEL

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)
260 LAKE RD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/06/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Eastern Region President

DAYVILLE, CT 06281
 (City) (State) (Zip)

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

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 | 12/06/2008 | | M | | 1,800 | A | \$ 0 | 10,800 | D | |
| Common Stock | 12/08/2008 | | F | | 1,206 | <u>D</u> (1) | \$ 17 | 9,594 | D | |
| Common Stock | 12/08/2008 | | F | | 603 | <u>D</u> (1) | \$ 17.4 | 8,991 | D | |
| Common Stock | | | | | | | | 10,503 | I | See footnote (2) |

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 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Unit | \$ 0 | 12/06/2006 | | M | 1,800 | 12/06/2008 12/06/2011 | Common Stock | 1,800 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BEAUDRY MICHAEL 260 LAKE RD DAYVILLE, CT 06281 | | | Eastern Region President | |

Signatures

Lisa N'Chonon (Power of Attorney, in fact) 12/10/2008

**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) On December 6, 2008, December 7, 2008 and December 8, 2008, an aggregate of 5,400 shares of United Natural Foods, Inc. (the "Company") restricted common stock and restricted stock units vested. On December 8, 2008, the Company retained 1,809 shares to satisfy certain tax withholding obligations in connection with the vesting of such shares.

(2) Includes 3,252 shares of common stock allocated to Mr. Beaudry under the United Natural Foods, Inc. Employee Stock Ownership Plan as of December 9, 2008 and 7,251 shares of common stock allocated to Mr. Beaudry under the United Natural Foods, Inc. 401(k) plan's UNFI Unitized Stock Fund. The price is based on the closing price of UNFI common stock on The Nasdaq National Market on December 9, 2008.

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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