

STERN JOHN ANDREW
Form 4
September 14, 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 *
STERN JOHN ANDREW

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)
313 IRON HORSE WAY
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/10/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Chief Information Officer

PROVIDENCE, RI 02908

(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 | | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|---|--|-----------------------------------|
| | | | | Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | Price | | | |
| Common Stock | 09/11/2010 | | M | V | Amount | 5,257 | D | |
| Common Stock | 09/11/2010 | | F | | 908 | 4,349 | D | |
| Common Stock | | | | | | 183 | I | See footnote ⁽¹⁾ |

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

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number.

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) | |
|--|--|--------------------------------------|--|--------------------------------|---|-------|-----|--|-----------------|---|-------|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | | Title |
| Restricted Stock Unit | (2) | 09/10/2010 | | A | | 8,690 | | (3) | (3) | Common Stock | 8,690 |
| Employee Stock Option (right to buy) | \$ 33.9 (4) | 09/10/2010 | | A | | 6,520 | | (5) | 09/10/2020 | Common Stock | 6,520 |
| Restricted Stock Unit | (2) | 09/11/2010 | | M | | 2,546 | | (3) | (3) | Common Stock | 2,546 |
| Restricted Stock Unit | (2) | 09/11/2010 | | D | | 283 | | (3) | (3) | Common Stock | 283 |
| Phantom Stock | (7) | 09/11/2010 | | A | | 283 | | (7) | (7) | Common Stock | 283 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

STERN JOHN ANDREW
313 IRON HORSE WAY
PROVIDENCE, RI 02908

SVP, Chief Information Officer

Signatures

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

09/14/2010

**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).

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- (1) Includes 183 shares of common stock allocated to the reporting person under the United Natural Foods, Inc. Employee Stock Ownership Plan as of September 14, 2010.
- (2) 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.
- (3) The restricted stock units vest in four equal annual installments beginning on the first anniversary of the date of grant.
- (4) United Natural Foods, Inc.'s closing price on the NASDAQ National Market on September 10, 2010.
- (5) The stock options vest and becomes exercisable in four equal annual installments beginning on the first anniversary of the date of grant.
On September 11, 2010, 2,829 shares of United Natural Foods, Inc. (the "Company") restricted stock units vested, of which 283 were deferred to the United Natural Foods, Inc. Deferred Compensation Plan. The Company retained 908 shares on September 11, 2010 to satisfy certain tax withholding obligations in connection with the vesting of such shares.
- (6) 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.
- (7)

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.