

UNITED NATURAL FOODS INC

Form 4

September 20, 2016

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

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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Benedict Danielle

(Last) (First) (Middle)

C/O UNITED NATURAL FOODS,  
INC., 313 IRON HORSE WAY

(Street)

PROVIDENCE, RI 02908

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

UNITED NATURAL FOODS INC  
[UNFI]

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

09/16/2016

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

SVP, Human Resources

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	09/16/2016		M		93	A \$ 0 <u>(1)</u>	993	D	
Common Stock	09/16/2016		F <sup>(2)</sup>		31	D \$ 38.7	962	D	
Common Stock	09/17/2016		M		682	A \$ 0 <u>(1)</u>	1,644	D	
Common Stock	09/17/2016		F <sup>(3)</sup>		222	D \$ 38.7	1,422	D	
Common Stock							16	I	See Footnote

(4)

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)		8. Price of Derivative Security (Instr. 5)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit (5)	(6)	09/16/2016		M		93		(7)	(7)	Common Stock	93	\$ 0
Restricted Stock Unit (8)	(6)	09/17/2016		M		682		(7)	(7)	Common Stock	682	\$ 0

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Benedict Danielle  
C/O UNITED NATURAL FOODS, INC.  
313 IRON HORSE WAY  
PROVIDENCE, RI 02908

SVP, Human Resources

## Signatures

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

09/20/2016

\_\_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) Restricted stock units convert into common stock on a one-for-one basis. Accordingly, there was no purchase price paid by the reporting person.
- (2) On September 16, 2016, 93 shares of United Natural Foods, Inc. (the "Company") restricted stock units vested. The Company retained 31 shares on that date to satisfy certain tax withholding obligations in connection with the vesting.
- (3) On September 17, 2016, 682 shares of United Natural Foods, Inc. (the "Company") restricted stock units vested. The Company retained 222 shares on that date to satisfy certain tax withholding obligations in connection with the vesting.
- (4) Includes 16 shares of common stock allocated to the reporting person under the United Natural Foods, Inc. 401(k) Plan's UNFI Stock Fund as of September 15, 2016.
- (5) Award Date: September 16, 2013
- (6) 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.
- (7) The restricted stock units vest in four equal annual installments beginning on the first anniversary of the date of grant.
- (8) Award Date: September 17, 2015

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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