

UNITED NATURAL FOODS INC

Form 4

December 10, 2007

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
CIANCIOLO JOSEPH M

(Last) (First) (Middle)

C/O UNITED NATURAL FOODS,
INC., 260 LAKE ROAD

(Street)

DAYVILLE, CT 06241

(City) (State) (Zip)

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

UNITED NATURAL FOODS INC
[UNFI]

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

12/06/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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)
Common Stock	12/06/2007		A	1,064	A \$ 0 4,256	D	
Restricted Common Stock					3,192	D	
Common Stock					2,000	I	Shares held in an individual retirement account

Edgar Filing: UNITED NATURAL FOODS INC - Form 4

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 28.32	12/06/2007		A	2,660	<u>(2)</u> 12/06/2017	Common Stock 2,660
Restricted Stock Unit	<u>(4)</u>	12/06/2007		A	3,192	<u>(1)</u> <u>(1)</u>	Common Stock 3,192
Restricted Stock Unit	<u>(4)</u>	12/06/2007		M	1,064 <u>(5)</u>	<u>(1)</u> <u>(1)</u>	Common Stock 1,064

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CIANCIOLO JOSEPH M C/O UNITED NATURAL FOODS, INC. 260 LAKE ROAD DAYVILLE, CT 06241	X

Signatures

Lisa N'Chonon (Power of Attorney, in fact) 12/10/2007

 **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).

Edgar Filing: UNITED NATURAL FOODS INC - Form 4

- (1) The restricted stock units vest as follows: one-third vested on the date of grant and the remaining two-thirds of the award vest in two equal annual installments beginning on the first anniversary of the date of grant.
- (2) The stock option vests as follows: one-third vests immediately and the remaining stock options become exercisable in two equal annual installments beginning on the first anniversary of the date of grant.
- (3) United Natural Foods, Inc.'s closing price on the NASDAQ National Market on December 6, 2007.
- (4) 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 Mr. Cianciolo's restricted unit award agreement.
- (5) Reflects the settlement of restricted stock units granted on December 6, 2007, which vested on 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.