

UNITED NATURAL FOODS INC

Form 4

September 12, 2013

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Matthews David Allen

(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)

09/10/2013

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)

President, UNFI International

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 Ownership (Instr. 4)
				(A) or (D)			
Common Stock	09/10/2013		M	2,132	A \$ 0	2,132	D
Common Stock	09/10/2013		F <sup>(1)</sup>	706	D \$ 59.59	1,426	D
Common Stock	09/10/2013		A <sup>(2)</sup>	1,690	A \$ 0	3,116	D
Common Stock	09/10/2013		F <sup>(3)</sup>	560	D \$ 60.31	2,556	D
Common Stock						499	I See footnote

(4)

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

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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)	8. Pr Deriv Secu (Instr		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	(5)	09/10/2013		M		2,132		(6)	(6)	Common Stock	2,132

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Matthews David Allen C/O UNITED NATURAL FOODS, INC. 313 IRON HORSE WAY PROVIDENCE, RI 02908	President, UNFI International

## Signatures

Lisa N'Chonon, Power-of-Attorney,  
in-fact 09/12/2013

\_\_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 September 10, 2013, 2,132 shares of United Natural Foods, Inc. (the "Company") restricted stock units vested. Of these shares, the Company withheld 706 shares on that date to satisfy certain tax withholding obligations in connection with the vesting.
- (2) On September 10, 2013, the Compensation Committee of the Board of Directors of United Natural Foods, Inc. (the "Company") reviewed the Company's total shareholder return versus a peer group and return on invested capital for fiscal 2013 (the "Performance Period") in

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comparison to performance targets with respect to performance units awarded to the reporting person on September 12, 2011. After reviewing the Company's financial performance in comparison to the performance targets, the Compensation Committee approved the vesting of 1,690 performance units and the resulting issuance of 1,690 shares of the Company's Common Stock to the reporting person, both of which were effective as of the last day of the Performance Period.

Following the Compensation Committee's determination regarding the vesting of the performance units described in footnote 2, the

- (3) Company retained 560 of the shares issuable to the reporting person to satisfy the related tax withholding obligations based on the Company's closing stock price on the last day of the Performance Period.

Includes 290 shares of common stock allocated to the reporting person under the United Natural Foods, Inc. Employee Stock Ownership

- (4) Plan and 209 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 9, 2013.

- (5) 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.

- (6) The restricted stock units vest in four equal annual installments beginning on the first anniversary of 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.

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