

UNITED NATURAL FOODS INC
 Form 4
 September 12, 2013

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 *
 DZIKI THOMAS A

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)

3. Date of Earliest Transaction
 (Month/Day/Year)
 09/10/2013

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 CHRSO

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

(Street)

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

PROVIDENCE, RI 02908

(City) (State) (Zip)

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) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock | 09/10/2013 | | M | | 1,735 | A | \$ 0 7,627 | D |
| Common Stock | 09/10/2013 | | F ⁽¹⁾ | | 579 | D | \$ 59.59 7,048 | D |
| Common Stock | 09/10/2013 | | A ⁽²⁾ | | 1,728 | A | \$ 0 8,776 | D |
| Common Stock | 09/10/2013 | | F ⁽³⁾ | | 577 | D | \$ 60.31 8,199 | D |
| Common Stock | 09/11/2013 | | M | | 2,152 | A | \$ 0 10,351 | D |

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| | | | | | | | | |
|--------------|------------|--------------|-----|---|----------|-------|---|------------------|
| Common Stock | 09/11/2013 | <u>F</u> (4) | 718 | D | \$ 58.81 | 9,633 | D | |
| Common Stock | | | | | | 2,553 | I | See footnote (5) |

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 (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 or Value of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|--------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Unit | \$ 0 <u>(6)</u> | 09/10/2013 | | M | 1,735 | <u>(7)</u> <u>(7)</u> | Common Stock | 1,735 |
| Restricted Stock | \$ 0 <u>(6)</u> | 09/11/2013 | | M | 2,152 | <u>(7)</u> <u>(7)</u> | Common Stock | 2,152 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DZIKI THOMAS A
C/O UNITED NATURAL FOODS, INC.
313 IRON HORSE WAY
PROVIDENCE, RI 02908

CHRSO

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, 1,735 shares of United Natural Foods, Inc. (the "Company") restricted stock units vested. The Company retained 579 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 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 1,728 performance units and the resulting issuance of 1,728 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.

(3) Following the Compensation Committee's determination regarding the vesting of the performance units described in footnote 2, the Company retained 577 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.

(4) On September 11, 2013, 2,151 shares of United Natural Foods, Inc. (the "Company") restricted stock units vested. The Company retained 718 shares on that date to satisfy certain tax withholding obligations in connection with the vesting.

(5) Includes 2,533 shares of common stock allocated to the reporting person under the United Natural Foods, Inc. Employee Stock Ownership Plan and 20 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.

(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 award agreement.

(7) The restricted stock units vest as follows: 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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