Edgar Filing: UNITED NATURAL FOODS INC - Form 4

UNITED NATURAL FOODS INC

09/19/2014

Stock

Stock

Common

Form 4

September 23, 2014

| FORM | 14 _{UNITED} | D STATES | | | | | NGE C | OMMISSION | OMB AP OMB Number: | PROVAL 3235-0287 | |
|--|---|--------------------|--------------------------------|--|--------------------------------|------------------------------|--------------|---|--|---|--|
| if no long subject to Section 1 Form 4 colligation may continuous continuous subjects. | Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction See Instruction Washington, D.C. 20549 Number: Expires: January 31, 2005 Estimated average burden hours per response 0.5 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 l | Responses) | | | | | | | | | | |
| Dorne Eric A. Symbo UNIT | | | Symbol | ED NATURAL FOODS INC | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
| | | | | of Earliest Transaction /Day/Year) /2014 | | | | Director 10% OwnerX_ Officer (give title Other (specify below) SVP, Chief Information Officer | | | |
| DD OVIDEN | Filed(Mon | | | | Oate Origin ar) | al | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | |
| PROVIDEN | NCE, RI 02908 | | | | | | | Person | | | |
| (City) | (State) | (Zip) | Tabl | le I - Non- | Derivative | Secu | rities Acqu | ired, Disposed of, | or Beneficiall | y Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Da (Month/Day/Yea | r) Executio any | ned n Date, if Day/Year) | Code (Instr. 8) | 4. Securior(A) or D (Instr. 3, | ispose 4 and (A) or | d of (D) | 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) | |
| Common Stock | 09/19/2014 | | | M | 1,363 | A | \$ 37.82 | 3,669 | D | | |
| Common | 09/19/2014 | | | S | 3,081 | D | \$ 63.858 | 588 | D | | |

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

S

3,081

D

63.858 588

314

(1)

D

Ι

See

(2)

footnote

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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. Transactio Code (Instr. 8) | 5. Number proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | f Derivative Expiration Date ecurities (Month/Day/Year) acquired A) or bisposed of D) finstr. 3, 4, | | 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 |
| Restricted Stock Unit (3) | <u>(4)</u> | 09/19/2014 | | A | 3,820 | (5) | <u>(5)</u> | Common Stock | 3,820 |
| Employee Stock Option (right to buy) | \$ 64.55 (6) | 09/19/2014 | | A | 1,530 | <u>(7)</u> | 09/19/2024(7) | Common Stock | 1,530 |
| Employee Stock Option (right to buy) | \$ 37.82 (<u>6)</u> | 09/19/2014 | | M | 1,363 | <u>(8)</u> | 09/12/2021(8) | Common Stock | 1,363 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--------------------------------|---------------|-----------|---------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |

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

SVP, Chief Information Officer

Signatures

PROVIDENCE, RI 02908

Lisa N'Chonon, Power-of-Attorney,

in fact 09/23/2014

**Signature of Reporting Person Date

Reporting Owners 2

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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) The transaction price listed is a weighted average. Actual sale prices for these dispositions ranged from \$63.854 to \$63.864.
 - Includes 27 shares of common stock allocated to the reporting person under the United Natural Foods, Inc. Employee Stock Ownership
- (2) Plan and 287 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 19, 2014.
- (3) Restricted stock units awarded September 19, 2014.
- (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 the reporting person's restricted stock unit agreement.
- (5) The restricted stock units vest in four equal annual installments beginning on the first anniversary of the date of grant.
- (6) United Natural Foods, Inc.'s closing price on the NASDAQ National Market on the date of grant.
- (7) The stock options vest and becomes exercisable in four equal annual installments beginning on the first anniversary of the date of grant and expire on the tenth anniversary of the date of grant.
- (8) The stock options vest and becomes exercisable 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. 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.