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UNITED NATURAL FOODS INC Form 4 September 14, 2015 **OMB APPROVAL** FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading DZIKI THOMAS A Issuer Symbol UNITED NATURAL FOODS INC (Check all applicable) [UNFI] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_Officer (give title Other (specify (Month/Day/Year) below) below) C/O UNITED NATURAL FOODS. 09/12/2015 CHRSO INC., 313 IRON HORSE WAY (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting PROVIDENCE, RI 02908 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 5. Amount of 3. 4. Securities Acquired 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) any Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount Price (D) Common \$ 0 (1) 09/12/2015 1.820 M Α 6,787 D Stock Common 09/12/2015 $F^{(2)}$ 607 D D 6,180 50.91 Stock Common \$ 0 <u>(1)</u> 09/13/2015 Μ 685 A 6,865 D Stock Common S F⁽³⁾ 09/13/2015 229 D D 6,636 Stock 50.91 Common Ι See 2.639 Stock footnote

(4)

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

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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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Inst
	Security				Disposed of (D) (Instr. 3, 4, and 5)					
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	\$ 0 <u>(5)</u>	09/12/2015		М	1,820	(6)	(6)	Common Stock	1,820	\$
Restricted Stock Unit	\$ 0 <u>(5)</u>	09/13/2015		М	685	(6)	(6)	Common Stock	685	\$

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	09/14	4/2015								
<u>**</u> Signature of Reporting Person	1	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.

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- (2) On September 12, 2015, 1,820 shares of United Natural Foods, Inc. (the "Company") restricted stock units vested. The Company retained 607 shares on that date to satisfy certain tax withholding obligations in connection with the vesting.
- (3) On September 13, 2015, 685 shares of United Natural Foods, Inc. (the "Company") restricted stock units vested. The Company retained 229 shares on that date to satisfy certain tax withholding obligations in connection with the vesting.

Includes 2,619 shares of common stock allocated to the reporting person under the United Natural Foods, Inc. Employee Stock
(4) 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 11, 2015.

- (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 award 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. 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.