UNITED NATURAL FOODS INC

Form 4

September 14, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue.

See Instruction

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

1(b).

(Print or Type Responses)

1. Name and Ad TESTA CHR	•	_	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			UNITED NATURAL FOODS INC [UNFI]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	Director 10% Owner X_ Officer (give title Other (specify		
C/O UNFI, 313 IRON H		HORSE WAY	(Month/Day/Year) 09/12/2015	below) below)		
C/O CI (I I, 5)	15 11(01(1	TOROL WITT	0)/12/2013	President, WFM & BMB		
(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 Person		
PROVIDENC	CE, RI 029	908				

(City)	(State)	(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. 4. Sector Transaction(A) or Code (Instr. (Instr. 8)		ispose	` ′	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	09/12/2015		M	1,457	A	\$ 0 (1)	5,543	D		
Common Stock	09/12/2015		F(2)	481	D	\$ 50.91	5,062	D		
Common Stock	09/13/2015		M	405	A	\$ 0 (1)	5,467	D		
Common Stock	09/13/2015		F(3)	136	D	\$ 50.91	5,331	D		
Common Stock							253	I	See footnote (4)	

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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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Derivative		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
	Security									
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	\$ 0 (5)	09/12/2015		M	1,457	<u>(6)</u>	<u>(6)</u>	Common Stock	1,457	\$
Restricted Stock Unit	\$ 0 (5)	09/13/2015		M	405	<u>(6)</u>	<u>(6)</u>	Common Stock	405	\$

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

TESTA CHRISTOPHER P. C/O UNFI 313 IRON HORSE WAY PROVIDENCE, RI 02908

President, WFM & BMB

Signatures

Lisa N'Chonon, Power-of-Attorney,

in fact 09/14/2015

**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) Restricted stock units convert into common stock on a one-for-one basis. Accordingly, there was no purchase price paid by the reporting person.
- On September 12, 2015, 1,457 shares of United Natural Foods, Inc. (the "Company") restricted stock units vested. The Company retained 481 shares on that date to satisfy certain tax withholding obligations in connection with the vesting.

Reporting Owners 2

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- On September 13, 2015, 405 shares of United Natural Foods, Inc. (the "Company") restricted stock units vested. The Company retained 136 shares on that date to satisfy certain tax withholding obligations in connection with the vesting.
- (4) Represents 253 shares of common stock allocated to the reporting person under the United Natural Foods, Inc. Employee Stock Ownership Plan 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.

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