

UNITED NATURAL FOODS INC

Form 4

September 18, 2015

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FUNK MICHAEL S

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)
09/16/2015

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

**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)
			Code	V	Amount	(A) or (D) Price			
Common Stock	09/16/2015		M		2,000	A \$ 0 ⁽¹⁾	30,492	D	
Common Stock	09/16/2015		F ⁽²⁾		752	D \$ 50.19	29,740	D	
Common Stock	09/17/2015		M		3,000	A \$ 0 ⁽¹⁾	32,740	D	
Common Stock	09/17/2015		F ⁽³⁾		1,128	D \$ 51.52	37,612	D	
Common Stock							4,223	I	See footnote

(4)

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

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(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	(5)	09/16/2015		M		2,000		(6)	(6)	Common Stock	2,000
Restricted Stock Unit	(5)	09/17/2015		A		6,000		(7)	(7)	Common Stock	6,000
Restricted Stock Unit	(5)	09/17/2015		M		3,000		(7)	(7)	Common Stock	3,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FUNK MICHAEL S
C/O UNITED NATURAL FOODS, INC.
313 IRON HORSE WAY
PROVIDENCE, RI 02908

X

Signatures

Lisa N'Chonon, Power-of-Attorney,
in fact

09/18/2015

**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)

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Restricted stock units convert into common stock on a one-for-one basis. Accordingly, there was no purchase price paid by the reporting person.

- (2) On September 16, 2015, 2,000 shares of United Natural Foods, Inc. (the "Company") restricted stock units vested. The Company retained 752 shares on that date to satisfy certain tax withholding obligations in connection with the vesting.
- (3) On September 17, 2015, 3,000 shares of United Natural Foods, Inc. (the "Company") restricted stock units vested. The Company retained 1,128 shares on that date to satisfy certain tax withholding obligations in connection with the vesting.
- (4) Represents 4,223 shares of common stock allocated to the reporting person under the United Natural Foods, Inc. Employee Stock Ownership Plan as of September 16, 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 agreement.
- (6) The restricted stock units vest as follows: one-third vested on the date of grant, and the remaining two-thirds of the award vest in two equal annual installments beginning on the first anniversary of the date of grant.
- (7) The restricted stock units vest as follows: one-half vests on the date of grant and the remaining one-half vests on the 6 month 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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