

Edgar Filing: UNITED NATURAL FOODS INC - Form 4

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 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)	8. Amount or Number of Shares
				Code	V	(A)	(D)	
Restricted Stock Unit	(2)	09/16/2016		M		1,008	(5) (5)	Common Stock 1,008
Restricted Stock Unit	(2)	09/16/2016		D		336	(5) (5)	Common Stock 336
Phantom Stock	\$ 0	09/16/2016		A(2)		336	(6) (6)	Common Stock 336
Restricted Stock Unit	(3)	09/17/2016		M		936	(5) (5)	Common Stock 936
Restricted Stock Unit	(3)	09/17/2016		D		2,806	(5) (5)	Common Stock 2,806
Phantom Stock	\$ 0	09/17/2016		A(3)		2,806	(6) (6)	Common Stock 2,806

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Griffin Sean C/O UNITED NATURAL FOODS, INC. 313 IRON HORSE WAY PROVIDENCE, RI 02908	Chief Operating Officer

Signatures

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

09/20/2016

**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 16, 2016, 1,344 shares of United Natural Foods, Inc. (the "Company") restricted stock units vested, 25% of which the reporting person had previously elected to defer to the Company's Deferred Compensation Plan. The Company retained 344 shares on that date to satisfy certain tax withholding obligations in connection with the vesting.

On September 17, 2016, 3,742 shares of United Natural Foods, Inc. (the "Company") restricted stock units vested, 75% of which the reporting person had previously elected to defer to the Company's Deferred Compensation Plan. The Company retained 380 shares on that date to satisfy certain tax withholding obligations in connection with the vesting.

(4) Includes 1,675 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 15, 2016.

(5) The restricted stock units vest in four equal annual installments beginning on the first anniversary of the date of grant.

(6) The security converts to common stock on a one-for-one basis subject to the terms of the United Natural Foods, Inc. Deferred Compensation Plan.

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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