UNITED NATURAL FOODS INC

Form 4

September 20, 2016

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

OMB APPROVAL

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obligations

may continue.

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 See Instruction

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Griffin Sean			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) C/O UNITED N INC., 313 IRON			3. Date of Earliest Transaction (Month/Day/Year) 09/16/2016	Director 10% Owner Officer (give title Other (specify below) Chief Operating Officer			
	(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

(City)	(State) (Z	(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. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)			d of	5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	09/16/2016		M	1,008	A	\$ 0 (1)	11,955	D	
Common Stock	09/16/2016		F(2)	344	D	\$ 38.7	11,611	D	
Common Stock	09/17/2016		M	936	A	\$ 0 (1)	12,547	D	
Common Stock	09/17/2016		F(3)	380	D	\$ 38.7	12,167	D	
Common Stock							1,675	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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Chief Operating Officer

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

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Griffin Sean

C/O UNITED NATURAL FOODS, INC.

313 IRON HORSE WAY

PROVIDENCE, RI 02908

Signatures

Lisa N'Chonon, Power-of-Attorney,

in fact 09/20/2016

**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) 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. 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.