FUNK MICHAEL S

Form 4

March 19, 2018

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

**SECURITIES** 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

1(b).

(Print or Type Responses)

See Instruction

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

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to Issuer

UNITED NATURAL FOODS INC

(Check all applicable)

[UNFI]

03/15/2018

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

\_X\_\_ Director Officer (give title

10% Owner Other (specify

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)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

#### PROVIDENCE, RI 02908

(City)	(State) (	Zip) Table	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 (D) Code (Instr. 3, 4 and 5) (Instr. 8)		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	03/15/2018		M	4,590	A	\$ 0 (1)	46,456	D		
Common Stock	03/15/2018		F(2)	1,710	D	\$ 43.98	44,746	D		
Common Stock	03/15/2018		M	5,625	A	\$ 24.54	50,371	D		
Common Stock	03/16/2018		S	5,625	D	\$ 44.56	44,746	D		
Common Stock							4,228	I	See footnote	

(3)

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. Transactic Code (Instr. 8)	5. Number proof 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>(4)</u>	03/15/2018		M	4,590	(5)	<u>(5)</u>	Common Stock	4,590
Employee Stock Option (right to buy)	\$ 24.54 (6)	03/15/2018		M	5,625	<u>(7)</u>	09/16/2018	Common Stock	5,625

# **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						

Joseph McGrail, Power-of-Attorney, 03/19/2018 in fact

> \*\*Signature of Reporting Person Date

Reporting Owners 2

## **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.
- (2) On March 15, 2018, 4,590 shares of United Natural Foods, Inc. (the "Company") restricted stock units vested. The Company retained 1,710 shares on that date to satisfy certain tax withholding obligations in connection with the vesting.
- (3) Represents 4,228 shares of common stock allocated to the reporting person under the United Natural Foods, Inc. 401(k) Plan's UNFI Stock Fund as of March 16, 2018.
- (4) 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.
- (5) 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.
- (6) United Natural Foods, Inc.'s closing price on the NASDAQ National Market on the date of grant.
- (7) The stock options vest and becomes exercisable in four equal annual installments beginning on the first anniversary of the date of grant, and expire on the tenth anniversary of the 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.