

UNITED NATURAL FOODS INC
 Form 4
 September 28, 2005

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

OMB APPROVAL
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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Shamber Mark

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)
 260 LAKE ROAD, P.O. BOX 999
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/26/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP and Corporate Controller

DAYVILLE, CT 06241

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

(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 | 09/26/2005 | | M | 650 A \$ 13.73 | 650 | D | |
| Common Stock | 09/26/2005 | | S | 650 D \$ 35 | 0 | D | |
| Common Stock | 09/27/2005 | | M | 3,100 A \$ 13.73 | 3,100 | D | |
| Common Stock | 09/27/2005 | | S | 1,700 D \$ 35.28 | 1,400 | D | |
| Common Stock | 09/27/2005 | | S | 1,400 D \$ 35.27 | 0 | D | |

| | | | |
|-----------------|-----|---|------------------------|
| Common Stock | 237 | I | See footnote (1) |
|-----------------|-----|---|------------------------|

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 |
| Employee Stock Option (right to buy) | \$ 13.73 | 09/26/2005 | | M | 650 | 06/23/2005 06/23/2013 | Common Stock 11,250 |
| Employee Stock Option (right to buy) | \$ 13.73 | 09/27/2005 | | M | 3,100 | 06/23/2005 06/23/2013 | Common Stock 10,600 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Shamber Mark 260 LAKE ROAD P.O. BOX 999 DAYVILLE, CT 06241 | | | VP and Corporate Controller | |

Signatures

Mark E.
Shamber

09/28/2005

__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).

Includes the equivalent of 237 shares of common stock allocated to Mr. Shamber under the United Natural Foods, Inc. 401(k) plan's
(1) UNFI Unitized Stock Fund. The number of equivalent shares is calculated based on the closing price of UNFI common stock on The NASDAQ National Market on September 27, 2005.

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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