

UNITED NATURAL FOODS INC  
 Form 4  
 March 06, 2006

**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 \*  
 GLENN GARY ANDREW

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, PO BOX 999  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/02/2006

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 VP of Information Technology

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 or Price   |  |                                   |
| Common Stock                    | 03/02/2006                           |  | M                              |   | 2,500 A \$ 11.4   | 7,300  | D                                 |
| Common Stock                    | 03/02/2006                           |  | M                              |   | 3,750 A \$ 12.55  | 11,050   | D                                 |
| Common Stock                    | 03/02/2006                           |  | M                              |   | 3,750 A \$ 18.655   | 14,800   | D                                 |
| Common Stock                    | 03/02/2006                           |  | M                              |   | 5,000 A \$ 28.14  | 19,800   | D                                 |
| Common Stock                    | 03/02/2006                           |  | S                              |   | 15,000 D \$ 33.65   | 4,800 <sup>(1)</sup>                                     | D                                 |

|                 |       |   |                        |
|-----------------|-------|---|------------------------|
| Common<br>Stock | 1,703 | I | See<br>footnote<br>(2) |
|-----------------|-------|---|------------------------|

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of<br>Shares |
|---|--|---|---|--------------------------------------|---|--|---|--|
|   |  |   |   | Code                                 | V (A) (D)   | Date Exercisable<br>Expiration<br>Date                         | Title   |  |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 11.4  | 03/02/2006                              |   | M                                    | 2,500   | 12/03/2005 <sup>(3)</sup><br>12/03/2011                        | Common<br>Stock   | 2,500                                  |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 12.55   | 03/02/2006                              |   | M                                    | 3,750   | 12/03/2005 <sup>(3)</sup><br>12/03/2012                        | Common<br>Stock   | 3,750                                  |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 18.655  | 03/02/2006                              |   | M                                    | 3,750   | 12/03/2005 <sup>(3)</sup><br>12/03/2013                        | Common<br>Stock   | 3,750                                  |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 28.14   | 03/02/2006                              |   | M                                    | 5,000   | 12/01/2005<br>12/01/2014                                       | Common<br>Stock   | 5,000                                  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                    |       |
|--|---------------|-----------|------------------------------------|-------|
|  | Director      | 10% Owner | Officer                            | Other |
| GLENN GARY ANDREW<br>260 LAKE ROAD<br>PO BOX 999<br>DAYVILLE, CT 06241 |               |           | VP of<br>Information<br>Technology |       |

## Signatures

|  |            |
|--|------------|
| Mark Shamber (Power of Attorney,<br>in fact) | 03/06/2006 |
| **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) Represents 4,800 shares of restricted stock vesting in four equal installments beginning on 12/8/2006.
  - (2) Includes 1,703 shares of common stock allocated to Mr. Glenn under the United Natural Foods, Inc. Employee Stock Ownership Plan as of March 2, 2006.
  - (3) The employee stock option is exercisable in four equal installments commencing on the first anniversary date 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.