

UNITED NATURAL FOODS INC
Form 4
March 28, 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 *
BEAUDRY MICHAEL

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/24/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
East Region President

DAYVILLE, CT 06241

(City) (State) (Zip)

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

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	03/24/2006		M		5,000	A	\$ 28.14
Common Stock	03/24/2006		S		300	D	\$ 34.36
Common Stock	03/24/2006		S		900	D	\$ 34.37
Common Stock	03/24/2006		S		500	D	\$ 34.38
Common Stock	03/24/2006		S		800	D	\$ 34.39
							12,200
							11,900
							11,000
							10,500
							9,700
							D
							D
							D
							D
							D

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Common Stock	03/24/2006	S	400	D	\$ 34.4	9,300	D	
Common Stock	03/24/2006	S	600	D	\$ 34.41	8,700	D	
Common Stock	03/24/2006	S	100	D	\$ 34.45	8,600	D	
Common Stock	03/24/2006	S	100	D	\$ 34.46	8,500	D	
Common Stock	03/24/2006	S	200	D	\$ 34.47	8,300	D	
Common Stock	03/24/2006	S	700	D	\$ 34.48	7,600	D	
Common Stock	03/24/2006	S	400	D	\$ 34.5	7,200 ⁽¹⁾	D	
Common Stock						5,142	I	See footnote ⁽²⁾

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

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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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 28.14	03/24/2006		M	5,000	12/01/2004	12/01/2014	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BEAUDRY MICHAEL 260 LAKE ROAD DAYVILLE, CT 06241			East Region President	

Signatures

Mark Shamber (Power of Attorney,
in fact) 03/28/2006

__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 7,200 shares of restricted stock vesting in four equal installments beginning on 12/8/2006.

Includes 2,065 shares of common stock allocated to Mr. Beaudry under the United Natural Foods, Inc. Employee Stock Ownership Plan as of March 24, 2006 and 3,077 shares of common stock allocated to Mr. Beaudry under the United Natural Foods, Inc. 401(k) plan's

(2) UNFI Unitized Stock Fund. The price is based on the closing price of UNFI common stock on The Nasdaq National Market on March 24, 2006.

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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