Edgar Filing: DZIKI THOMAS A - Form 4

DZIKI THOMAS A Form 4 December 08, 2009 FORM 4 Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).								OMB APPROVAL OMB 3235-0287 Number: January 31, 2005 Estimated average burden hours per response 0.5	
(Print or Type R	esponses)								
1. Name and Ad DZIKI THO	2. Issuer Name and Symbol UNITED NATU [UNFI]			-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle) 3. Date of (Month/Da 313 IRON HORSE WAY 12/06/20			ransaction			Director 10% Owner Officer (give title Other (specify below) VP Sustainable Development			
	4. If Amendment, Da Filed(Month/Day/Year	-	ıl		 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 				
PROVIDEN		Form filed by More than One Reporting Person							
(City)	(State) (Zip)	Table I - Non-I	Derivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. De (Month/Day/Year) Execut any (Month	ion Date, if Transacti Code /Day/Year) (Instr. 8)	Transaction(A) or Disposed of (D) Se Code (Instr. 3, 4 and 5) Be (Instr. 8) O (A) Fe (A) Tr			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	12/06/2009	М	900	А	\$0	8,753	D		
Common Stock	12/06/2009	F	299	D (4)	\$ 27.12	8,454	D		
Common Stock						1,717	Ι	See footnote (3)	

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

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displays a currently valid OMB control number.

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. Transactio Code (Instr. 8)	5. Number on of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D	Expiration Date Und		Title and Amount of Inderlying Securities Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	\$ 0 <u>(1)</u>	12/06/2009		М	900	(2)	(2)	Common Stock	900	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
DZIKI THOMAS A							
313 IRON HORSE WAY			VP Sustainable Development				
PROVIDENCE, RI 02908							
Signatures							

Lisa N'Chonon, Power-of-Attorney,

in fact

**Signature of Reporting Person

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).

12/08/2009

Date

- (1) 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 Mr. Dziki's restricted unit award agreement.
- (2) The restricted stock units vest in four equal annual installments beginning on December 6, 2008, the first anniversary of the date of grant.
- Includes 1,694 shares of common stock allocated to Mr. Dziki under the United Natural Foods, Inc. Employee Stock Ownership Plan and
 (3) 23 shares of common stock allocated to Mr. Dziki under the United Natural Foods, Inc. 401(k) Plan's UNFI Stock Fund as of December 8, 2009.
- (4) On December 6, 2009, 900 shares of United Natural Foods, Inc. (the "Company") restricted stock units vested. In connection with the vesting of those shares, the Company retained 299 shares on December 6, 2009 to satisfy the related tax withholding obligations.

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.

Reporting Owners