

UNITED NATURAL FOODS INC

Form 4

January 05, 2015

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Griffin Sean

(Last) (First) (Middle)

C/O UNITED NATURAL FOODS,
INC., 313 IRON HORSE WAY

(Street)

PROVIDENCE, RI 02908

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

UNITED NATURAL FOODS INC
[UNFI]

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

01/02/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Chief Operating Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/02/2015		M	1,848	A \$ 27.2	15,166	D
Common Stock	01/02/2015		M	1,660	A \$ 33.9	16,826	D
Common Stock	01/02/2015		M	1,760	A \$ 37.82	18,586	D
Common Stock	01/02/2015		S	18,586	D \$ (1) 75.998	0	D
						1,480	I

Common
StockSee
footnote
(2)

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)	\$ 27.2 ⁽³⁾	01/02/2015		M		1,848		⁽⁴⁾	01/04/2020 ⁽⁴⁾	Common Stock	1,848
Employee Stock Option (right to buy)	\$ 33.9 ⁽³⁾	01/02/2015		M		1,660		⁽⁴⁾	09/10/2020 ⁽⁴⁾	Common Stock	1,660
Employee Stock Option (right to buy)	\$ 37.82 ⁽³⁾	01/02/2015		M		1,760		⁽⁴⁾	09/12/2021 ⁽⁴⁾	Common Stock	1,760

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Griffin Sean C/O UNITED NATURAL FOODS, INC.	Chief Operating Officer

313 IRON HORSE WAY
PROVIDENCE, RI 02908

Signatures

Lisa N'Chonon, Power-of-Attorney,
in fact

01/05/2015

__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) The transaction price listed is a weighted average. Actual sale prices for these dispositions ranged from \$75.54 to \$76.92.
Includes 300 shares of common stock allocated to the reporting person under the United Natural Foods, Inc. Employee Stock Ownership
- (2) Plan and 1,180 shares of common stock allocated to the reporting person under the United Natural Foods, Inc. 401(k) Plan's UNFI Stock Fund as of January 2, 2015.
- (3) United Natural Foods, Inc.'s closing price on the NASDAQ National Market on the date of grant.
- (4) The stock options vest and become exercisable in four equal annual installments beginning on the first anniversary of the date of grant and expire on the tenth anniversary of the date of grant.

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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