

UNITED NATURAL FOODS INC

Form 4

October 20, 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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DZIKI THOMAS A

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)

3. Date of Earliest Transaction
(Month/Day/Year)
10/16/2015

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

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

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

PROVIDENCE, RI 02908

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	10/16/2015		M		6,521	A	\$ 24.3	14,301	D
Common Stock	10/16/2015		M		2,004	A	\$ 37.44	16,305	D
Common Stock	10/16/2015		M		5,210	A	\$ 33.9	21,515	D
Common Stock	10/16/2015		M		5,460	A	\$ 37.82	26,975	D
Common Stock	10/16/2015		S		19,195	D	\$ 53.9407	7,780	D

(1)

Common Stock	2,656	I	See footnote <u>(2)</u>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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)	\$ 24.3 ⁽³⁾	10/16/2015		M		6,521		⁽⁴⁾	09/11/2019 ⁽⁴⁾	Common Stock	6,521
Employee Stock Option (right to buy)	\$ 37.44 ⁽³⁾	10/16/2015		M		2,004		⁽⁴⁾	11/30/2020 ⁽⁴⁾	Common Stock	2,004
Employee Stock Option (right to buy)	\$ 33.9 ⁽³⁾	10/16/2015		M		5,210		⁽⁴⁾	09/10/2020 ⁽⁴⁾	Common Stock	5,210
Employee Stock Option (right to buy)	\$ 37.82 ⁽³⁾	10/16/2015		M		5,460		⁽⁴⁾	09/12/2021 ⁽⁴⁾	Common Stock	5,460

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DZIKI THOMAS A C/O UNITED NATURAL FOODS, INC. 313 IRON HORSE WAY PROVIDENCE, RI 02908				CHRSO

Signatures

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

10/20/2015

__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 \$53.86 to \$54.00.
Includes 2,636 shares of common stock allocated to the reporting person under the United Natural Foods, Inc. Employee Stock Ownership Plan and 20 shares of common stock allocated to the reporting person under the United Natural Foods, Inc. 401(k) Plan's UNFI Stock Fund as of October 16, 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. 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.