

SPINNER STEVEN

Form 4

September 18, 2018

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 *
SPINNER STEVEN

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/15/2018

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)
President, CEO & Chairman

(Street)
PROVIDENCE, RI 02908

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	09/15/2018		M ⁽¹⁾		4,620	A	\$ 0 ⁽²⁾	105,253	D
Common Stock	09/15/2018		F ⁽¹⁾		2,095	D	\$ 33.53	103,158	D
Common Stock	09/15/2018		M ⁽³⁾		22,640	A	\$ 0 ⁽²⁾	125,798	D
Common Stock	09/15/2018		F ⁽³⁾		10,265	D	\$ 33.53	115,533	D
Common Stock	09/17/2018		M ⁽⁴⁾		6,980	A	\$ 0 ⁽²⁾	122,513	D

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Common Stock	09/17/2018	<u>F</u> (4)	3,166	D	\$ 34.18	119,347	D	
Common Stock						651	I	See footnote (5)

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)		8. I	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	(6)	09/15/2018		M		4,620		(7)	(7)	Common Stock	4,620
Restricted Stock Unit	(6)	09/15/2018		M		22,640		(8)	(8)	Common Stock	22,640
Restricted Stock Unit	(6)	09/17/2018		M		6,980		(7)	(7)	Common Stock	6,980

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SPINNER STEVEN C/O UNITED NATURAL FOODS, INC. 313 IRON HORSE WAY PROVIDENCE, RI 02908	X President, CEO & Chairman

Signatures

Joseph McGrail, Power-of-Attorney,
in fact 09/18/2018

 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) On September 15, 2018, 4,620 shares of United Natural Foods, Inc. (the "Company") restricted stock units vested. The Company retained 2,095 shares on that date to satisfy certain tax withholding obligations in connection with the vesting.
 - (2) Restricted stock units convert into common stock on a one-for-one basis. Accordingly, there was no purchase price paid by the reporting person.
 - (3) On September 15, 2018, 22,640 shares of United Natural Foods, Inc. (the "Company") restricted stock units vested. The Company retained 10,265 shares on that date to satisfy certain tax withholding obligations in connection with the vesting.
 - (4) On September 17, 2018, 7,506 shares of United Natural Foods, Inc. (the "Company") restricted stock units vested. The Company retained 3,166 shares on that date to satisfy certain tax withholding obligations in connection with the vesting.
 - (5) Includes 651 shares of common stock allocated to the reporting person under the United Natural Foods, Inc. 401(k) Plan's UNFI Stock Fund as of September 15, 2018.
 - (6) 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 the reporting person's restricted stock unit agreement.
 - (7) The restricted stock units vest in four equal annual installments beginning on the first anniversary of the date of grant.
The restricted stock units vest as follows: sixty percent (60%) on the first anniversary of the grant date and an additional thirteen and
 - (8) 33/100 percent (13.33%) on each succeeding anniversary of the grant date so as to be expired with regard to all restricted stock units on the fourth anniversary of the grant date.

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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