

UNITED NATURAL FOODS INC
 Form 4
 December 07, 2004

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 *
FUNK MICHAEL S

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)
12/03/2004

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

C/O UNITED NATURAL FOODS INC, 260 LAKE ROAD

(Street)

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

DAYVILLE, CT 06241

(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)
Common Stock	12/03/2004		M			8,770	\$ 11.4	8,770	D	
Common Stock	12/03/2004		M			15,730	\$ 11.4	24,500	D	
Common Stock	12/03/2004		S			4,500	\$ 28.75	20,000	D	
Common Stock	12/03/2004		S			12,500	\$ 28.9	7,500	D	
Common Stock	12/03/2004		S			2,500	\$ 28.92	5,000	D	

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Common Stock	12/03/2004	S	5,000	D	\$ 29	0	D
Common Stock	12/06/2004	M	13,000	A	\$ 11.4	13,000	D
Common Stock	12/06/2004	M	15,000	A	\$ 12.55	28,000	D
Common Stock	12/06/2004	S	6,500	D	\$ 28.25	21,500	D
Common Stock	12/06/2004	S	5,000	D	\$ 28.23	16,500	D
Common Stock	12/06/2004	S	3,000	D	\$ 28.22	13,500	D
Common Stock	12/06/2004	S	13,500	D	\$ 28.2	0	D

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)	\$ 11.4	12/03/2004		M	8,770	12/03/2004	12/03/2011	Common Stock	8,770
Employee Stock Option (right to buy)	\$ 11.4	12/03/2004		M	15,730	12/03/2004	12/03/2011	Common Stock	15,730
	\$ 11.4	12/06/2004		M	13,000	12/03/2004	12/03/2011		13,000

Employee
Stock
Option
(right to
buy)

Common
Stock

Employee
Stock
Option
(right to
buy)

\$ 12.55

12/06/2004

M

15,000

12/03/2004

12/03/2012

Common
Stock

15,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FUNK MICHAEL S
C/O UNITED NATURAL FOODS INC
260 LAKE ROAD
DAYVILLE, CT 06241

X

Signatures

Mark Shamber, power-of-attorney
in fact

12/07/2004

__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).

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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