

TOWNSEND STEVEN H
Form 4
April 08, 2005

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 *
TOWNSEND STEVEN H

(Last) (First) (Middle)

C/O UNITED NATURAL FOODS
INC, 260 LAKE ROAD

(Street)

DAYVILLE, CT 06241

(City) (State) (Zip)

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

UNITED NATURAL FOODS INC
[UNFI]

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

04/06/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

President, CEO, COB

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	04/06/2005		M		20,388	A	\$ 7.75	20,388	D
Common Stock	04/06/2005		S		20,388	D	\$ 29.08	0	D
Common Stock	04/06/2005		M		15,000	A	\$ 11.4	15,000	D
Common Stock	04/06/2005		S		15,000	D	\$ 29.08	0	D
Common Stock	04/07/2005		M		33,516	A	\$ 11.4	33,516	D

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Common Stock 04/07/2005 S 33,516 D \$ 29 0 D

Common Stock 2,929 I See footnote (1)

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)	\$ 7.75	04/06/2005		M		20,388		12/06/2004 ⁽²⁾	12/06/2010	Common Stock	20,388
Employee Stock Option (right to buy)	\$ 11.4	04/06/2005		M		15,000		12/03/2004 ⁽²⁾	12/03/2011	Common Stock	15,000
Employee Stock Option (right to buy)	\$ 11.4	04/07/2005		M		33,516		12/03/2004 ⁽²⁾	12/03/2011	Common Stock	33,516

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
X President, CEO, COB

TOWNSEND STEVEN H
C/O UNITED NATURAL FOODS INC
260 LAKE ROAD
DAYVILLE, CT 06241

Signatures

Rick Puckett (Power-of-attorney,
in fact)

04/08/2005

__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) Includes 2,929 shares of common stock allocated to Mr. Townsend under the United Natural Foods, Inc. Employee Stock Ownership Plan as of April 8, 2005.
- (2) The employee stock option is exercisable in four equal installments commencing on the first anniversary date of the 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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