

UNITED NATURAL FOODS INC
Form 4
January 09, 2007

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 *
CIANCIOLO JOSEPH M

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)

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

C/O UNITED NATURAL FOODS INC, 260 LAKE ROAD

01/05/2007

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	01/05/2007		M		20,000 A \$ 18.655	26,384	D
Common Stock	01/05/2007		S		300 D \$ 35.24	26,084	D
Common Stock	01/05/2007		S		300 D \$ 35.25	25,784	D
Common Stock	01/05/2007		S		400 D \$ 35.26	25,384	D
Common Stock	01/05/2007		S		200 D \$ 35.27	25,184	D

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Common Stock	01/05/2007	S	500	D	\$ 35.28	24,684	D	
Common Stock	01/05/2007	S	600	D	\$ 35.29	24,084	D	
Common Stock	01/05/2007	S	535	D	\$ 35.3	23,549	D	
Common Stock	01/05/2007	S	830	D	\$ 35.32	22,719	D	
Common Stock	01/05/2007	S	1,000	D	\$ 35.33	21,719	D	
Common Stock	01/05/2007	S	100	D	\$ 35.34	21,619	D	
Common Stock	01/05/2007	S	953	D	\$ 35.35	20,666	D	
Common Stock	01/05/2007	S	364	D	\$ 35.36	20,302	D	
Common Stock	01/05/2007	S	1,200	D	\$ 35.37	19,102	D	
Common Stock	01/05/2007	S	400	D	\$ 35.38	18,702	D	
Common Stock	01/05/2007	S	100	D	\$ 35.39	18,602	D	
Common Stock	01/05/2007	S	200	D	\$ 35.4	18,402	D	
Common Stock	01/05/2007	S	1,454	D	\$ 35.45	16,948	D	
Common Stock	01/05/2007	S	146	D	\$ 35.46	16,802	D	
Common Stock	01/05/2007	S	1,000	D	\$ 35.47	15,802	D	
Common Stock	01/05/2007	S	100	D	\$ 35.48	15,702	D	
Common Stock	01/05/2007	S	7,200	D	\$ 35.5	8,502	D	
Common Stock	01/05/2007	S	2,118	D	\$ 35.51	6,384 ⁽¹⁾	D	
Common Stock						2,000	I	See footnote <u>(2)</u>

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)	\$ 18.655	01/05/2007		M	20,000	12/03/2003	12/03/2013	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CIANCIOLO JOSEPH M C/O UNITED NATURAL FOODS INC 260 LAKE ROAD DAYVILLE, CT 06241	X			

Signatures

Mark Shamber (Power of Attorney, in fact) 01/09/2007

__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) Represents (i) 3,192 shares held directly, (ii) 1,064 shares of restricted common stock vesting on December 8, 2007 and (iii) 2,128 shares of restricted common stock vesting in two equal installments beginning on December 7, 2007.
- (2) Includes 2,000 shares of common stock held for benefit of Mr. Cianciolo in an individual retirement account.

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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