

UNITED NATURAL FOODS INC
Form 4
July 13, 2012

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., 313 IRON HORSE WAY

07/11/2012

(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

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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	07/11/2012		M	A	2,660	\$ 25.37	4,660 D
Common Stock	07/11/2012		M	A	2,660	\$ 36.6	7,320 D
Common Stock	07/11/2012		M	A	2,660	\$ 28.32	9,980 D
Common Stock	07/11/2012		M	A	3,990	\$ 24.54	13,970 D
Common Stock	07/11/2012		S	D	11,970	\$ 55.03	2,000 D

(1)

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 (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)	Amount or Number of Shares
Stock Option (right to buy)	\$ 25.37	07/11/2012		M	2,660	<u>(2)</u> 12/08/2015 ⁽²⁾	Common Stock	2,660
Stock Option (right to buy)	\$ 36.6	07/11/2012		M	2,660	<u>(2)</u> 12/07/2016 ⁽²⁾	Common Stock	2,660
Stock Option (right to buy)	\$ 28.32	07/11/2012		M	2,660	<u>(2)</u> 12/06/2017 ⁽²⁾	Common Stock	2,660
Stock Option (right to buy)	\$ 24.54	07/11/2012		M	3,990	<u>(2)</u> 09/16/2018 ⁽²⁾	Common Stock	3,990

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CIANCIOLO JOSEPH M C/O UNITED NATURAL FOODS, INC.	X			

313 IRON HORSE WAY
PROVIDENCE, RI 02908

Signatures

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

07/13/2012

__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 \$55.03 to \$55.14.

(2) 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.

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