

UNITED NATURAL FOODS INC
 Form 4
 September 10, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 *
 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)

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

09/06/2012

President and CEO

(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 | | |
| Common Stock | 09/06/2012 | | A ⁽¹⁾ | 4,407 | A | \$ 0 | 98,269 D |
| Common Stock | 09/06/2012 | | A ⁽²⁾ | 14,703 | A | \$ 0 | 112,972 D |
| Common Stock | 09/06/2012 | | F ⁽³⁾ | 18,615 | D | \$ 54.62 | 94,357 D |
| Common Stock | | | | | | | 4,966 I |

See footnote (4)

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

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 and CEO | |

Signatures

Lisa N'Chonon, Power-of-Attorney,
in-fact
Date: 09/10/2012

__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) On September 6, 2012, the Compensation Committee of the Board of Directors of United Natural Foods, Inc. (the "Company") reviewed the Company's earnings before interest and taxes and the return on invested capital for fiscal 2012 (the "Performance Period") in comparison to the targets established for the 25,000 performance shares awarded on September 12, 2011, which could be increased by up to 25,000 additional shares in the event that the Company exceeded the established performance targets. After reviewing the Company's financial performance in comparison to the targets established for the performance shares, the Compensation Committee approved the vesting of 29,407 of the performance shares and the resulting issuance of 29,407 shares of the Company's Common Stock to the reporting person, both of which were effective as of the last day of the Performance Period. The reporting person previously reported the award of the 25,000 shares constituting the targeted award.

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On September 6, 2012, the Compensation Committee of the Company determined that the Company's earnings before interest and taxes and the return on invested capital for the Performance Period exceeded the performance targets previously established by the Compensation Committee with respect to the 12,500 performance units awarded to the reporting person on September 12, 2011, which

- (2) award could be increased by up to 12,500 additional units in the event that the Company exceeded the established performance targets. After reviewing the Company's financial performance in comparison to the targets established for the performance units, the Committee approved the vesting of 14,703 performance units and the resulting issuance of 14,703 shares of the Company's common stock to the reporting person, both of which were effective as of the last day of the Performance Period.

Following the Compensation Committee's determination regarding the vesting of the performance shares described in footnote 1 and

- (3) performance units described in footnote 2, the Company retained 18,615 of the shares issuable to the reporting person to satisfy the related tax withholding obligations based on the Company's closing stock price on the last day of the Performance Period.

Includes 466 shares of common stock allocated to the reporting person under the United Natural Foods, Inc. Employee Stock Ownership

- (4) Plan as well as 1,500 shares held by a daughter(1) of the reporting person, 1,500 shares held by a daughter(2) of the reporting person, and 1,500 shares held by the brother of the reporting person, as custodian for a daughter(3) of the reporting person as of September 6, 2012.

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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