

GRILLEA THOMAS JOHN
Form 4
September 17, 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 *
GRILLEA THOMAS JOHN

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

09/13/2012

Divisional President

(Street)

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

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

PROVIDENCE, RI 02908

Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(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 (A) or (D) Price		
Common Stock					3,901	D	
Common Stock	09/14/2012		M		1,939 A \$ 59.51	5,840	D
Common Stock	09/14/2012		M		1,375 A \$ 59.51	7,215	D
Common Stock	09/14/2012		M		1,283 A \$ 59.51	8,498	D
Common Stock	09/14/2012		F		4,597 D \$ 59.51	3,901	D

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Common Stock	09/14/2012	M	1,363	A	⁽⁶⁾ \$ 59.43	5,264	D	
Common Stock	09/14/2012	F	1,363	D	\$ 59.43	3,901	D	
Common Stock					⁽⁷⁾	1,165	I	See footnote ⁽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 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 Security (Instr. 3 and 4)	Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Restricted Stock Unit	\$ 0 ⁽²⁾	09/13/2012		A	2,480	⁽³⁾ ⁽³⁾	Common Stock	2,480
Employee Stock Option (right to buy)	\$ 58.98 ⁽⁴⁾	09/13/2012		A	6,270	⁽⁵⁾ 09/13/2022	Common Stock	6,270
Employee Stock Option (right to buy)	\$ 24.3	09/14/2012		M	1,939	⁽⁵⁾ 09/11/2019 ⁽⁵⁾	Common Stock	1,939
Employee Stock Option (right to buy)	\$ 33.9	09/14/2012		M	1,375	⁽⁵⁾ 09/10/2020 ⁽⁵⁾	Common Stock	1,375

Employee

Stock

Option (right to buy)

\$ 37.82

09/14/2012

M

1,283

(5)

09/12/2021(5)

Common Stock

1,2

Employee

Stock

Option (right to buy)

\$ 37.82

09/14/2012

M

1,363

(5)

09/12/2021(5)

Common Stock

1,3

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GRILLEA THOMAS JOHN
C/O UNITED NATURAL FOODS, INC.
313 IRON HORSE WAY
PROVIDENCE, RI 02908

Divisional President

Signatures

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

09/17/2012

**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).

- Includes 929 shares of common stock allocated to the reporting person under the United Natural Foods, Inc. Employee Stock Ownership Plan and 236 shares of common stock allocated to the reporting person under the United Natural Foods, Inc. 401(k) Plan's UNFI Stock Fund as of September 17, 2012.
- (1) Plan and 236 shares of common stock allocated to the reporting person under the United Natural Foods, Inc. 401(k) Plan's UNFI Stock Fund as of September 17, 2012.
 - (2) Each restricted stock unit represents the right to receive one share of United Natural Foods, Inc. common stock upon vesting in accordance with the terms of the reporting person's restricted stock unit agreement.
 - (3) The restricted stock units vest in four equal annual installments beginning on the first anniversary of the date of grant.
 - (4) United Natural Foods, Inc.'s closing price on the NASDAQ National Market on September 13, 2012.
 - (5) The stock options vest and becomes exercisable in four equal annual installments beginning on the first anniversary of the date of grant.
 - (6) The transaction price listed is a weighted average. Actual sale prices for these dispositions ranged from \$59.50 to \$59.55.
 - (7) The transaction price listed is a weighted average. Actual sale prices for these dispositions ranged from \$59.41 to \$59.45.

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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