#### Edgar Filing: UNITED NATURAL FOODS INC - Form 4

UNITED NATURAL FOODS INC Form 4 September 12, 2013 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading DZIKI THOMAS A Issuer Symbol UNITED NATURAL FOODS INC (Check all applicable) [UNFI] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X\_Officer (give title Other (specify (Month/Day/Year) below) below) C/O UNITED NATURAL FOODS. 09/10/2013 CHRSO INC., 313 IRON HORSE WAY (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person \_ Form filed by More than One Reporting PROVIDENCE, RI 02908 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed 5. Amount of 1.Title of 3. 4. Securities Acquired 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) any Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership (Instr. 4) (Instr. 4) Following Reported (A) Transaction(s) or (Instr. 3 and 4) Price Code V Amount (D) Common \$0 09/10/2013 7.627 M 1,735 Α D Stock Common S 09/10/2013  $F^{(1)}$ 579 D D 7,048 59.59 Stock Common 09/10/2013  $A^{(2)}$ 1,728 Α \$0 8,776 D Stock Common \$  $F^{(3)}$ 8,199 D D 09/10/2013 577 Stock 60.31 Common

2.152

Μ

\$0

Α

10,351

D

09/11/2013

Stock

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Common Stock	09/11/2013	F <u>(4)</u>	718	D	\$ 58.81	9,633	D	
Common Stock						2,553	Ι	See footnote $(5)$

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

# 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. Transactic Code (Instr. 8)	5. Number opf 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. Pr Deriv Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	\$ 0 <u>(6)</u>	09/10/2013		М	1,735	(7)	(7)	Common Stock	1,735	\$
Restricted Stock	\$ 0 <u>(6)</u>	09/11/2013		М	2,152	(7)	(7)	Common Stock	2,152	\$

### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director 10% Owner O		Officer	Other		
DZIKI THOMAS A C/O UNITED NATURAL FOODS, INC. 313 IRON HORSE WAY PROVIDENCE, RI 02908			CHRSO			
Signatures						
Lisa N'Chonon, Power-of-Attorney, in-fact	09/1	2/2013				
**Signature of Reporting Person	1	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 10, 2013, 1,735 shares of United Natural Foods, Inc. (the "Company") restricted stock units vested. The Company retained 579 shares on that date to satisfy certain tax withholding obligations in connection with the vesting.

On September 10, 2013, the Compensation Committee of the Board of Directors of United Natural Foods, Inc. (the "Company") reviewed the Company's total shareholder return versus a peer group and return on invested capital for fiscal 2013 (the "Performance Period") in

(2) comparison to performance targets with respect to performance units awarded to the reporting person on September 12, 2011. After reviewing the Company's financial performance in comparison to the performance targets, the Compensation Committee approved the vesting of 1,728 performance units and the resulting issuance of 1,728 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 units described in footnote 2, the(3) Company retained 577 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.

(4) On September 11, 2013, 2,151 shares of United Natural Foods, Inc. (the "Company") restricted stock units vested. The Company retained 718 shares on that date to satisfy certain tax withholding obligations in connection with the vesting.

Includes 2,533 shares of common stock allocated to the reporting person under the United Natural Foods, Inc. Employee Stock
(5) Ownership Plan and 20 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 9, 2013.

- (6) 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 award agreement.
- (7) The restricted stock units vest as follows: four equal annual installments beginning on the first 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.