GRILLEA THOMAS JOHN

Form 4

December 08, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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

1(b).

(Print or Type Responses)

may continue.

See Instruction

1. Name and Address of Reporting Person * **GRILLEA THOMAS JOHN**

2. Issuer Name and Ticker or Trading

Symbol

UNITED NATURAL FOODS INC

5. Relationship of Reporting Person(s) to Issuer

[UNFI]

3. Date of Earliest Transaction

(Check all applicable)

(Last) (First) (Middle)

(Month/Day/Year)

Director 10% Owner X_ Officer (give title Other (specify

12/06/2011

below)

Divisional President

C/O UNITED NATURAL FOODS, INC., 313 IRON HORSE WAY

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

PROVIDENCE, RI 02908

(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e Secu	rities Acqui	red, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	4. Securities Acquired (A) our Disposed of (D) (Instr. 3, 4 and 5) (A) or			Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount		Price	(Instr. 3 and 4)		
Common Stock	12/06/2011		M	450	A	\$ 0	880	D	
Common Stock	12/06/2011		F <u>(1)</u>	163	D	\$ 37.24	717	D	
Common Stock	12/06/2011		M	375	A	\$ 28.32	1,092	D	
Common Stock	12/06/2011		M	562	A	\$ 24.54	1,654	D	
Common Stock	12/06/2011		M	1,939	A	\$ 24.3	3,593	D	

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Common Stock	12/06/2011	M	1,375	A	\$ 33.9	4,968	D	
Common Stock	12/06/2011	S	4,681	D	\$ 37.6241 (3)	287	D	
Common Stock						1,032	I	See footnote (2)

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

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SEC 1474 (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. Transactio Code (Instr. 8)	Transaction Derivative Code Securities		6. Date Exer Expiration D (Month/Day/	ate	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
Restricted Stock Unit	<u>(4)</u>	12/06/2011		M		450	<u>(5)</u>	(5)	Common Stock	450
Employee Stock Option (right to buy)	\$ 28.32	12/06/2011		M		375	<u>(6)</u>	12/06/2017 <u>(6)</u>	Common Stock	375
Employee Stock Option (right to buy)	\$ 24.54	12/06/2011		M		562	<u>(6)</u>	09/16/2018(6)	Common Stock	562
Employee Stock Option (right to buy)	\$ 24.3	12/06/2011		M		1,939	<u>(6)</u>	09/11/2019 <u>(6)</u>	Common Stock	1,939

Employee Stock

Option \$ 33.9 12/06/2011 M 1,375 (6) 09/10/2020(6) Common Stock 1,375

(right to buy)

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 12/08/2011

**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 December 6, 2011, 450 shares of United Natural Foods, Inc. (the "Company") restricted stock units vested. The Company retained 163 shares on December 6, 2011 to satisfy certain tax withholding obligations in connection with the vesting of such shares.
 - Includes 929 shares of common stock allocated to the reporting person under the United Natural Foods, Inc. Employee Stock Ownership
- (2) Plan and 103 shares of common stock allocated to the reporting person under the United Natural Foods, Inc. 401(k) Plan's UNFI Stock Fund as of December 6, 2011.
- (3) The transaction price listed is a weighted average. Actual sale prices for these dispositions ranged from \$37.58 to \$37.75.
- (4) 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.
- (5) The restricted stock units vest in four equal annual installments beginning on the first anniversary of the date of grant.
- (6) 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. 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.

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