

UNITED NATURAL FOODS INC  
 Form 4  
 December 26, 2007

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2008  
 Estimated average burden hours per response... 0.5

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 \*  
**FUNK MICHAEL S**

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)  
**C/O UNITED NATURAL FOODS, INC., 260 LAKE ROAD**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**07/31/2007**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**President and CEO**

**DAYVILLE, CT 06241**

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

(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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	07/31/2007		F	1,788	D	①	44,212	D
Common Stock	12/07/2007		F	1,609	D	②	42,603	D
Common Stock	12/10/2007		F	1,609	D	③	40,994	D
Common Stock							876	I
							See footnote ④	

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.

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. 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. 5)
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	--

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FUNK MICHAEL S C/O UNITED NATURAL FOODS, INC. 260 LAKE ROAD DAYVILLE, CT 06241	X		President and CEO	

## Signatures

Lisa N'Chonon (Power of Attorney, in fact) 12/26/2007

\_\_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 July 31, 2007, an aggregate of 5,000 shares of United Natural Foods, Inc. (the "Company") restricted common stock vested (from a restricted stock grant dated July 31, 2006). On July 31, 2007, the Company withheld 1,788 shares of such restricted common stock to satisfy certain tax withholding obligations of Mr. Funk in connection with the vesting of such 5,000 shares.

(2) On December 7, 2007, an aggregate of 4,500 shares of the Company's restricted common stock vested (from a restricted stock grant dated December 7, 2006). On December 7, 2007, the Company withheld 1,609 shares of such restricted common stock to satisfy certain tax withholding obligations of Mr. Funk in connection with the vesting of such 4,500 shares.

(3) On December 8, 2007, an aggregate of 4,500 shares of the Company's restricted common stock vested (from a restricted stock grant dated December 8, 2005). On December 10, 2007, the Company withheld 1,609 shares of such restricted common stock to satisfy certain tax withholding obligations of Mr. Funk in connection with the vesting of such 4,500 shares.

Edgar Filing: UNITED NATURAL FOODS INC - Form 4

- (4) Includes 876 shares of common stock allocated to Mr. Funk under the United Natural Foods, Inc. Employee Stock Ownership Plan as of December 26, 2007.

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.