

UNITED NATURAL FOODS INC
 Form 4
 September 12, 2013

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

OMB APPROVAL
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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 *
 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)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Divisional President

(Last) (First) (Middle)
 C/O UNITED NATURAL FOODS, INC., 313 IRON HORSE WAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/10/2013

PROVIDENCE, RI 02908

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 | 09/10/2013 | | M | | 1,835 | A | \$ 0 | 1,835 | D |
| Common Stock | 09/10/2013 | | F ⁽¹⁾ | | 679 | D | \$ 59.59 | 1,156 | D |
| Common Stock | 09/10/2013 | | A ⁽²⁾ | | 1,565 | A | \$ 0 | 2,721 | D |
| Common Stock | 09/10/2013 | | F ⁽³⁾ | | 579 | D | \$ 60.31 | 2,142 | D |
| Common Stock | 09/11/2013 | | M | | 2,559 | A | \$ 0 | 4,701 | D |

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| | | | | | | | | |
|--------------|------------|-------------------------|-----|---|----------|-------|---|-------------------------|
| Common Stock | 09/11/2013 | <u>F</u> ⁽⁴⁾ | 947 | D | \$ 58.81 | 3,754 | D | |
| Common Stock | | | | | | 1,428 | I | See footnote <u>(5)</u> |

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 (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 Secur (Inst | |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |
| Restricted Stock Unit | \$ 0 <u>(6)</u> | 09/10/2013 | | M | 1,835 | <u>(7)</u> | <u>(7)</u> | Common Stock | 1,835 |
| Restricted Stock Unit | \$ 0 <u>(6)</u> | 09/11/2013 | | M | 2,559 | <u>(7)</u> | <u>(7)</u> | Common Stock | 2,559 |

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
09/12/2013

 **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 10, 2013, 1,835 shares of United Natural Foods, Inc. (the "Company") restricted stock units vested. Of these shares, the Company withheld 679 shares on that date to satisfy certain tax withholding obligations in connection with the vesting.

(2) 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 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 1,565 performance units and the resulting issuance of 1,565 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.

(3) Following the Compensation Committee's determination regarding the vesting of the performance units described in footnote 2, the Company retained 579 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, 2,559 shares of United Natural Foods, Inc. (the "Company") restricted stock units vested. The Company retained 947 shares on that date to satisfy certain tax withholding obligations in connection with the vesting.

(5) Includes 1,011 shares of common stock allocated to the reporting person under the United Natural Foods, Inc. Employee Stock Ownership Plan and 417 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 agreement.

(7) The restricted stock units vest in 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.

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