

UNITED NATURAL FOODS INC  
Form 4  
September 15, 2014

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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 \*  
Dorne Eric A.

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)  
SVP, Chief Information Officer

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

3. Date of Earliest Transaction (Month/Day/Year)  
09/12/2014

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) Code V Amount Price			
Common Stock	09/12/2014		M	1,818 A \$ 0 <sup>(1)</sup>	1,818	D	
Common Stock	09/12/2014		F <sup>(2)</sup>	607 D \$ 63.55	1,211	D	
Common Stock	09/13/2014		M	762 A \$ 0 <sup>(1)</sup>	1,973	D	
Common Stock	09/13/2014		F <sup>(3)</sup>	255 D \$ 63.55	1,718	D	
Common Stock					309 <sup>(4)</sup>	I	See footnote

Edgar Filing: UNITED NATURAL FOODS INC - Form 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 or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Unit	\$ 0 <sup>(5)</sup>	09/12/2014		M	1,818	<sup>(6)</sup> / <sup>(6)</sup>	Common Stock	1,818
Restricted Stock Unit	<sup>(5)</sup>	09/13/2014		M	762	<sup>(6)</sup> / <sup>(6)</sup>	Common Stock	762

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dorne Eric A. C/O UNITED NATURAL FOODS, INC. 313 IRON HORSE WAY PROVIDENCE, RI 02908			SVP, Chief Information Officer	

## Signatures

Lisa N'Chonon, Power-of-Attorney,  
in fact  
09/15/2014  
Date

\*\*Signature of Reporting Person

## 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) Restricted stock units convert into common stock on a one-for-one basis. Accordingly, there was no purchase price paid by the reporting person.
- (2) On September 12, 2014, 1,818 shares of United Natural Foods, Inc. (the "Company") restricted stock units vested. The Company retained 607 shares on that date to satisfy certain tax withholding obligations in connection with the vesting.

Edgar Filing: UNITED NATURAL FOODS INC - Form 4

- (3) On September 13, 2014, 762 shares of United Natural Foods, Inc. (the "Company") restricted stock units vested. The Company retained 255 shares on that date to satisfy certain tax withholding obligations in connection with the vesting.  
Includes 27 shares of common stock allocated to the reporting person under the United Natural Foods, Inc. Employee Stock Ownership
- (4) Plan and 282 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 12, 2014.
- (5) 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.
- (6) 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. 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.