

UNITED NATURAL FOODS INC
 Form 4
 October 18, 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 *
SMITH CRAIG HARDER

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., 313 IRON HORSE WAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/17/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Eastern Region President

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)
			Code	V	Amount or Price		
Common Stock	10/17/2013		M		1,373 A \$ 36.61	6,003	D
Common Stock	10/17/2013		M		1,500 A \$ 37.82	7,503	D
Common Stock	10/17/2013		M		2,220 A \$ 58.98	9,723	D
Common Stock	10/17/2013		S		5,093 D \$ 68.8228	4,630	D
					<u>(1)</u>	58	I

Common
Stock

See
footnote
(2)

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 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)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 36.61 <u>(3)</u>	10/17/2013		M	1,373	<u>(4)</u> 12/14/2020 <u>(4)</u>	Common Stock	1,373
Employee Stock Option (right to buy)	\$ 37.82 <u>(3)</u>	10/17/2013		M	1,500	<u>(4)</u> 09/12/2021 <u>(4)</u>	Common Stock	1,500
Employee Stock Option (right to buy)	\$ 58.98 <u>(3)</u>	10/17/2013		M	2,220	<u>(4)</u> 09/13/2022 <u>(4)</u>	Common Stock	2,220

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH CRAIG HARDER C/O UNITED NATURAL FOODS, INC.			Eastern Region President	

313 IRON HORSE WAY
PROVIDENCE, RI 02908

Signatures

Lisa N'Chonon, Power-of-Attorney,
in fact

10/18/2013

__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) The transaction price listed is a weighted average. Actual sale prices for these dispositions ranged from \$68.22 to \$69.32.
- (2) Represents 58 shares of common stock allocated to the reporting person under the United Natural Foods, Inc. Employee Stock Ownership Plan as of October 17, 2013.
- (3) United Natural Foods, Inc.'s closing price on the NASDAQ National Market on the date of grant.
- (4) The stock options vest and becomes exercisable in four equal annual installments beginning on the first anniversary of the date of grant, and expire on the tenth anniversary of grant date.

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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