

UNITED NATURAL FOODS INC
Form 4
September 15, 2014

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

OMB APPROVAL

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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 *
TESTA CHRISTOPHER P.

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 UNFI, 313 IRON HORSE WAY
(Street)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President, WFM & BMB

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 (A) or (D) Price			
Common Stock	09/12/2014		M	1,458 A \$ 0 ⁽¹⁾	6,023	D	
Common Stock	09/12/2014		F ⁽²⁾	487 D \$ 63.55	5,536	D	
Common Stock	09/13/2014		M	405 A \$ 0 ⁽¹⁾	5,941	D	
Common Stock	09/13/2014		F ⁽³⁾	136 D \$ 63.55	5,805	D	
Common Stock					212	I	See footnote ⁽⁴⁾

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- (3) On September 13, 2014, 405 shares of United Natural Foods, Inc. (the "Company") restricted stock units vested. The Company retained 136 shares on that date to satisfy certain tax withholding obligations in connection with the vesting.
- (4) Represents 212 shares of common stock allocated to the reporting person under the United Natural Foods, Inc. Employee Stock Ownership Plan 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 award 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.

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