

BEAUDRY MICHAEL  
Form 4  
December 16, 2005

**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 \*  
BEAUDRY MICHAEL

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)  
260 LAKE ROAD  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/14/2005

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ 10% Owner  
\_\_\_\_\_ Other (specify below)  
Vice President of Distribution

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |   |
| Common Stock                    | 12/14/2005                           |  | M                              | 5,000 A \$ 11.4   | 12,200  | D  |   |
| Common Stock                    | 12/14/2005                           |  | M                              | 3,750 A \$ 12.55  | 15,950  | D  |   |
| Common Stock                    | 12/14/2005                           |  | M                              | 1,250 A \$ 14.35  | 17,200  | D  |   |
| Common Stock                    | 12/14/2005                           |  | M                              | 5,000 A \$ 18.655   | 22,200  | D  |   |
| Common Stock                    | 12/14/2005                           |  | S                              | 5,000 D \$ 28.95  | 17,200  | D  |   |

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|              |            |   |       |   |          |        |   |                  |
|--------------|------------|---|-------|---|----------|--------|---|------------------|
| Common Stock | 12/14/2005 | S | 5,000 | D | \$ 28.9  | 12,200 | D |                  |
| Common Stock | 12/14/2005 | S | 5,000 | D | \$ 28.85 | 7,200  | D |                  |
| Common Stock |            |   |       |   |          | 4,825  | I | See footnote (1) |

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.**

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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 |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| Employee Stock Option (right to buy)       | \$ 11.4  | 12/14/2005                           |  | M                              | 5,000   | 12/03/2005 <sup>(2)</sup> 12/03/2011                     | Common Stock  | 5,000                      |                            |
| Employee Stock Option (right to buy)       | \$ 12.55   | 12/14/2005                           |  | M                              | 3,750   | 12/03/2005 <sup>(2)</sup> 12/03/2012                     | Common Stock  | 3,750                      |                            |
| Employee Stock Option (right to buy)       | \$ 14.35   | 12/14/2005                           |  | M                              | 1,250   | 08/01/2003 <sup>(2)</sup> 08/01/2013                     | Common Stock  | 1,250                      |                            |
| Employee Stock Option                      | \$ 18.655  | 12/14/2005                           |  | M                              | 5,000   | 12/03/2005 <sup>(2)</sup> 12/03/2013                     | Common Stock  | 5,000                      |                            |

(right to  
buy)

## Reporting Owners

| Reporting Owner Name / Address                         | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| BEAUDRY MICHAEL<br>260 LAKE ROAD<br>DAYVILLE, CT 06241 |               |           | Vice President of Distribution |       |

## Signatures

Mark Shamber (Power of Attorney,  
in fact) 12/16/2005

\_\_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) Includes 2,065 shares of common stock allocated to Mr. Beaudry under the United Natural Foods, Inc. Employee Stock Ownership Plan as of December 14, 2005 and 2,760 shares of common stock allocated to Mr. Beaudry under the United Natural Foods, Inc. 401(k) plan's UNFI Unitized Stock Fund. The price is based on the closing price of UNFI common stock on The Nasdaq National Market on December 14, 2005.
- (2) The employee stock option is exercisable in four equal installments commencing on the first anniversary date of the 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.