#### Edgar Filing: Matthews David Allen - Form 4

Matthews Da	avid Allen										
Form 4											
September 12	2, 2011										
FORM	4								OMB AF	PROVAL	
	UNITEI	) STATES		AITIES A Shington,			NGE C	COMMISSION	OMB Number:	3235-0287	
Check thi	or								Expires:	January 31,	
if no longer subject to Section 16. Form 4 or									Estimated average burden hours per response 0.8		
Form 5 obligation may cont <i>See</i> Instru 1(b).	inue. Section 17	7(a) of the	Public Ut		ling Con	npan	y Act of	e Act of 1934, E 1935 or Section 40	n		
(Print or Type F	Responses)										
Matthews David Allen Symbol UNITE			Symbol	er Name <b>and</b> Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer			
			[UNFI]					(Check all applicable)			
(Last) (First) (Middle) 3. Date of (Month/D			-				Director 10% Owner X Officer (give title Other (specify below) below)				
	D NATURAL RON HORSE V		09/10/20	011				/	UNFI Internat	ional	
			ndment, Date Original hth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
PROVIDEN	ICE, RI 02908							Form filed by M Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	cquired, Disposed of, or Beneficially Owned			
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deer (Month/Day/Year) Execution any (Month/I		1			d of (D)	5. Amount of Securities Beneficially Owned Following Reported	Indirect (I)			
				Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	09/10/2011			M	2,132	A	\$ 0	5,182	D		
Common Stock	09/10/2011			F <u>(1)</u>	687	D	\$ 37.95	4,495	D		
Common Stock								107	Ι	See footnote $(2)$	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

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# 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. Transacti Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		Underlying Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	(3)	09/10/2011		М	2,132	<u>(4)</u>	(4)	Common Stock	2,132	\$

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Matthews David Allen C/O UNITED NATURAL FOODS, INC. 313 IRON HORSE WAY PROVIDENCE, RI 02908			President, UNFI International				
Signatures							
Lisa N'Chonon Power-of-Attorney							

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

09/12/2011

<u>\*\*</u>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, 2011, 2,132 shares of United Natural Foods, Inc. (the "Company") restricted stock units vested. The Company retained 687 shares on September 10, 2011 to satisfy certain tax withholding obligations in connection with the vesting of such shares.
- (2) Represents 107 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 11, 2011.
- (3) 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.
- (4) 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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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.