

UNITED NATURAL FOODS INC
 Form 4
 March 16, 2011

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 *
FUNK MICHAEL S

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)

3. Date of Earliest Transaction (Month/Day/Year)
03/15/2011

Director 10% Owner
 Officer (give title below) Other (specify below)

313 IRON HORSE WAY

(Street)

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

PROVIDENCE, RI 02908

(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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock | 03/15/2011 | | M | | 13,300 | A | \$ 28.14 43,918 | D |
| Common Stock | 03/15/2011 | | M | | 15,000 | A | \$ 25.37 58,918 | D |
| Common Stock | 03/15/2011 | | S | | 28,300 | D | \$ 42.003 30,618 | D |
| | | | | | | | (2) | |
| Common Stock | | | | | | | 1,641 | I |
| | | | | | | | See footnote (1) | |

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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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Employee Stock Option (right to buy) | \$ 28.14 | 03/15/2011 | | M | 13,300 | 12/01/2004 ⁽³⁾ 12/01/2014 ⁽³⁾ | Common Stock 13 |
| Employee Stock Option (right to buy) | \$ 25.37 | 03/15/2011 | | M | 15,000 | ⁽⁴⁾ 12/08/2015 ⁽⁴⁾ | Common Stock 15 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FUNK MICHAEL S 313 IRON HORSE WAY PROVIDENCE, RI 02908 | | X | | |

Signatures

Lisa N'Chonon, Power-of-Attorney,
in fact 03/16/2011
**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).

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- (1) Represents 1,641 shares of common stock allocated to Mr. Funk under the United Natural Foods, Inc. Employee Stock Ownership Plan as of March 15, 2011.
- (2) The transaction price listed is a weighted average. Actual sale prices for these dispositions ranged from \$42.00 to \$42.04.
- (3) The employee stock options vested and became exercisable immediately on the date of grant, and expire on the tenth anniversary of the date of grant.
- (4) The stock options vest and becomes exercisable as follows: 1/3 immediately, with the remainder in two equal annual installments beginning on the first anniversary of the date of grant. The options expire on the tenth anniversary 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.

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