

UNITED NATURAL FOODS INC
 Form 4
 September 18, 2015

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 *
 Griffin Sean

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)

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

C/O UNITED NATURAL FOODS, INC., 313 IRON HORSE WAY

09/16/2015

Chief Operating Officer

(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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----------------------------|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock | 09/16/2015 | | M | | 1,009 | A | \$ 0 ⁽¹⁾ 9,868 | D |
| Common Stock | 09/16/2015 | | F ⁽²⁾ | | 345 | D | \$ 50.19 9,523 | D |
| Common Stock | | | | | | | 1,691 | I |
| | | | | | | | | See footnote ⁽³⁾ |

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

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SEC 1474 (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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities | | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|--|---|--------|--|------------------|---|-------------------------------------|
| | | | | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | V | (A) | (D) | Date Exercisable | | Expiration Date |
| Restricted Stock Unit | (2) | 09/16/2015 | | M | | | 1,009 | (4) | (4) | Common Stock | Amount or Number of Shares 1,009 |
| Restricted Stock Unit | (2) | 09/16/2015 | | D | | | 337 | (4) | (4) | Common Stock | 337 |
| Phantom Stock | \$ 0 | 09/16/2015 | | A ⁽²⁾ | | | 337 | (5) | (5) | Common Stock | 337 |
| Restricted Stock Unit | (6) | 09/17/2015 | | A | | | 14,960 | (4) | (4) | Common Stock | 14,960 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Griffin Sean C/O UNITED NATURAL FOODS, INC. 313 IRON HORSE WAY PROVIDENCE, RI 02908 | | | Chief Operating Officer | |

Signatures

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

09/18/2015

**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) Restricted stock units convert into common stock on a one-for-one basis. Accordingly, there was no purchase price paid by the reporting person.

(2) On September 16, 2015, 1,346 shares of United Natural Foods, Inc. (the "Company") restricted stock units vested, 25% of which the reporting person had previously elected to defer to the Company's Deferred Compensation Plan. The Company retained 345 shares on that date to satisfy certain tax withholding obligations in connection with the vesting.

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- Includes 300 shares of common stock allocated to the reporting person under the United Natural Foods, Inc. Employee Stock Ownership Plan and 1,391 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 16, 2015.
- (3) Plan and 1,391 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 16, 2015.
 - (4) The restricted stock units vest in four equal annual installments beginning on the first anniversary of the date of grant.
 - (5) The security converts to common stock on a one-for-one basis subject to the terms of the United Natural Foods, Inc. Deferred Compensation Plan.
 - (6) 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.

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.