## Edgar Filing: UNITED NATURAL FOODS INC - Form 4

UNITED NATURAL FOODS INC Form 4 December 12, 2005 **OMB APPROVAL** FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading SIMONE THOMAS B Issuer Symbol UNITED NATURAL FOODS INC (Check all applicable) [UNFI] (Last) (First) (Middle) 3. Date of Earliest Transaction X\_ Director 10% Owner Other (specify Officer (give title (Month/Day/Year) below) below) 260 LAKE ROAD 12/08/2005 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person \_ Form filed by More than One Reporting DAYVILLE, CT 06241 Person (Zip) (City) (State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 7. Nature of 3. 6. Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Ownership Indirect (Instr. 3) Code Disposed of (D) Beneficially Form: Direct Beneficial any (Instr. 8) (Month/Day/Year) (Instr. 3, 4 and 5) Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common 12/08/2005 A 3.000 Α \$0 3.000 D Stock Restricted \$0 Common 12/08/2005 A 6.000 Α 6.000 D (1)Stock Common 30,000 I Shares held Stock by the Thomas B. Simone and Shirley A. Simone 1990 Family

			Trust Agreement			
Reminder: Report on a separate line for each class of s	Person informa require	s who respond to the collecti ation contained in this form a d to respond unless the form s a currently valid OMB cont	e not (9-02)			
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned   (e.g., puts, calls, warrants, options, convertible securities)						
Security or Exercise any	ution Date, if Transactio Code hth/Day/Year) (Instr. 8)	5. 6. Date Exercisable and Number Expiration Date of (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	7. Title and8. Price of9Amount ofDerivativeIUnderlyingSecuritySSecurities(Instr. 5)I(Instr. 3 and 4)III </th			
	Code V	Date Expiration Exercisable Date (A) (D)	Amount or Title Number of Shares			
Reporting Owners						

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Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SIMONE THOMAS B 260 LAKE ROAD DAYVILLE, CT 06241	Х			
Signatures				
Mark E. Shamber (Power of att in fact)	torney,	1	2/12/200	)5

Date

## **Explanation of Responses:**

\*\*Signature of Reporting Person

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) The shares vest in two 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. 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. 1"> 11/15/2016<sup>\*\*</sup>Signature of Reporting Person Date

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## **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) Original option grant vests in three installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.
- (2) Original option grant vests in four installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.
- (3) Each restricted stock unit is the economic equivalent of one share of Envestnet, Inc. Common Stock
- (4) Each restricted unit represents the contingent right to receive one share of common stock upon the vesting of the unit.

The reporting person was granted 12,600 restricted stock units on February 28, 2014. The remaining unvested restricted stock units will continue to vest as to 1/3 of the original number of shares subject to the restricted stock awards on each succeeding February 28th until fully vested.

The reporting person was granted 11,600 restricted stock units on February 28, 2015. The remaining unvested restricted stock units will continue to vest as to 1/3 of the original number of shares subject to the restricted stock awards on each succeeding February 28th until fully vested.

- (7) This option grant vests over a 3 year period, one-third of the total amount vests on the first anniversary of the applicable date of grant and one-twelfth of the total amount vests on each three-month anniversary of the date of grant thereafter.
- (8) This restricted stock unit vests over a 3 year period, with one-twelfth of the total amount vesting on each three-month anniversary of the date of grant.

The Reporting Person will earn a percentage of his performance stock unit award ("Banked Units") based on specific adjusted EBIDTA goals for the relevant performance period. This performance stock unit award vests over a 3 consecutive one-year performance periods,

- (9) with 33.33% of Banked Units vesting following the First Performance Period, 50% of the outstanding Banked Units following the Second Performance Period and 100% of the outstanding Banked Units following the Final Performance Period, as described in the executive's employment agreement dated May 12, 2016 by and between the Company and the Reporting Person.
- (10) A total of 200,000 options were granted on 04/26/2007. 37,031 options were vested and exercisable as of 11/11/2016.
- (11) Option exercise and sale pursuant to a 10b5-1 plan established to allow the exercise and sale of options which will be forfeited if not exercised prior to the April 26, 2017 expiration date.
- (12) The shares reported in column 4 were sold in one transaction with a price of \$35.00 per share.
- (13) The shares reported in column 4 were sold in multiple transactions with a weighted average price of \$35.68 per share.

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