

Lindberg Randle
Form 4
July 07, 2009

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 *
Lindberg Randle

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)

Former Western Region Pres.

C/O UNITED NATURAL FOODS, INC., 260 LAKE RD

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

(Street)

DAYVILLE, CT 06241

(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 | 06/29/2009 | | M | 2,250 A \$ 24.54 | 14,875 | D | |
| Common Stock | 06/25/2009 | | D | 614 <u>D</u> (1) \$ 0 (1) | 0 | I | See footnote (1) |
| Common Stock | 06/29/2009 | | S | 100 D \$ 26.27 | 14,475 | D | |
| Common Stock | 06/29/2009 | | S | 300 D \$ 26.28 | 14,575 | D | |
| | 06/29/2009 | | S | 1,750 D | 12,625 | D | |

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| | | | | | | | |
|--------------|------------|---|-------|-----------------|----------|--------|---|
| Common Stock | | | | | \$ | 26.251 | |
| Common Stock | 06/25/2009 | M | 7,500 | A | \$ 0 | 15,308 | D |
| Common Stock | 06/29/2009 | S | 100 | D | \$ 26.26 | 14,375 | D |
| Common Stock | 06/25/2009 | F | 2,683 | <u>D</u> (3) | \$ 25.53 | 12,625 | D |

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 Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 24.54 | 06/29/2009 | | M | 2,250 | 06/25/2009 08/30/2009 | | Common Stock | 2,250 |
| Restricted Stock | \$ 0 | 06/25/2009 | | M | 7,500 | 06/25/2009 ⁽²⁾ ⁽²⁾ | | Common Stock | 7,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Lindberg Randle C/O UNITED NATURAL FOODS, INC. 260 LAKE RD DAYVILLE, CT 06241 | | | Former Western Region Pres. | |

Signatures

Mark Shamber (Power of Attorney,
in fact)

07/07/2009

__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) Represents the forfeiture of unvested shares of common stock previously allocated to Mr. Lindberg under the United Natural Foods, Inc. Employee Stock Ownership Plan.
- (2) Share vesting was accelerated based on the terms of the Separation Agreement between United Natural Foods, Inc. and Randle Lindberg.
On June 25, 2009, an aggregate of 7,500 shares of United Natural Foods, Inc. (the "Company") restricted common stock and restricted
- (3) stock units vested. On June 25, 2009, the Company retained 2,683 shares to satisfy certain tax withholding obligations in connection with the vesting of such shares.

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