

UNITED NATURAL FOODS INC
 Form 4
 September 14, 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 *
 Shamber Mark

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

09/12/2015

SVP, CFO & Treasurer

(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 | 09/12/2015 | | M | | 1,250 | A | \$ 0 ⁽¹⁾ 6,433 D |
| Common Stock | 09/12/2015 | | F ⁽²⁾ | | 447 | D | \$ 50.91 5,986 D |
| Common Stock | 09/13/2015 | | M | | 980 | A | \$ 0 ⁽¹⁾ 6,966 D |
| Common Stock | 09/13/2015 | | F ⁽³⁾ | | 327 | D | \$ 50.91 6,639 D |
| Common Stock | | | | | | | 4,182 I See footnote |

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Unit | (5) | 09/12/2015 | | M | 1,250 | (6) (6) | Common Stock | 1,250 |
| Restricted Stock Unit | (5) | 09/12/2015 | | D | 1,250 | (6) (6) | Common Stock | 1,250 |
| Phantom Stock | \$ 0 | 09/12/2015 | | A(2) | 1,250 | (7) (7) | Common Stock | 1,250 |
| Restricted Stock Unit | \$ 0 (5) | 09/13/2015 | | M | 980 | (6) (6) | Common Stock | 980 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Shamber Mark C/O UNITED NATURAL FOODS, INC. 313 IRON HORSE WAY PROVIDENCE, RI 02908 | | | SVP, CFO & Treasurer | |

Signatures

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

09/14/2015

**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 12, 2015 2,500 shares of United Natural Foods, Inc. (the "Company") restricted stock units vested. Of these shares, the reporting person had previously elected to defer 1,250 shares to the Company's Deferred Compensation Plan. The Company retained 447 shares on that date to satisfy certain tax withholding obligations in connection with the vesting.
- (3) On September 13, 2015, 980 shares of United Natural Foods, Inc. (the "Company") restricted stock units vested. The Company retained 327 shares on that date to satisfy certain tax withholding obligations in connection with the vesting.
- (4) Includes 2,378 shares of common stock allocated to the reporting person under the United Natural Foods, Inc. Employee Stock Ownership Plan and 1,804 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, 2015.
- (5) 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.
- (6) The restricted stock units vest in four equal annual installments beginning on the first anniversary of the date of grant.
- (7) 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.

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.