

UNITED NATURAL FOODS INC
 Form 4
 December 05, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 ANTONELLI RICHARD

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)
 C/O UNITED NATURAL FOODS INC, 260 LAKE ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/01/2006

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

DAYVILLE, CT 06241

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

(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 or Price | | |
| Common Stock | 12/01/2006 | | M | | 15,000 A \$ 28.14 | 23,400 | D |
| Common Stock | 12/01/2006 | | S | | 15,000 D \$ 35 | 8,400 | D |
| Common Stock | 12/04/2006 | | M | | 10,000 A \$ 12.55 | 18,400 | D |
| Common Stock | 12/04/2006 | | M | | 12,500 A \$ 18.655 | 30,900 | D |
| Common Stock | 12/04/2006 | | S | | 22,500 D \$ 34.75 | 8,400 ⁽¹⁾ | D |

| | | | |
|-----------------|-------|---|------------------------|
| Common Stock | 2,711 | I | See footnote (2) |
|-----------------|-------|---|------------------------|

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 28.14 | 12/01/2006 | | M | 15,000 | 12/01/2004 12/01/2014 | Common Stock | 15,000 | |
| Employee Stock Option (right to buy) | \$ 12.55 | 12/04/2006 | | M | 10,000 | 12/03/2006 ⁽³⁾ 12/03/2012 | Common Stock | 10,000 | |
| Employee Stock Option (right to buy) | \$ 18.655 | 12/04/2006 | | M | 12,500 | 12/03/2006 ⁽³⁾ 12/03/2013 | Common Stock | 12,500 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ANTONELLI RICHARD C/O UNITED NATURAL FOODS INC 260 LAKE ROAD | X | | Chief Operating Officer | |

DAYVILLE, CT 06241

Signatures

Mark Shamber (Power of Attorney,
in fact)

12/05/2006

__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 8,400 shares of restricted stock vesting in four equal installments beginning on 12/8/2006.

(2) Includes 2,711 shares of common stock allocated to Mr. Antonelli under the United Natural Foods, Inc. Employee Stock Ownership Plan as of December 5, 2006.

(3) The employee stock option is exercisable in four equal installments commencing on the first anniversary date 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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