

DZIKI THOMAS A
Form 4
September 14, 2010

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 *
DZIKI THOMAS A

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)
313 IRON HORSE WAY

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/10/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP Sustainable Development

PROVIDENCE, RI 02908

(City) (State) (Zip)

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

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)
				Code	V Amount (D) Price			
Common Stock	09/11/2010		M		2,151 A \$ 0	5,007	D	
Common Stock	09/11/2010		F		757 <u>D</u> (6) \$ 0	4,250	D	
Common Stock						2,019	I	See footnote (1)

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

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number.

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)	
					V	(A)	(D)	Date Exercisable	Expiration Date		
Restricted Stock Unit	<u>(2)</u>	09/10/2010		A		6,940		<u>(3)</u>	<u>(3)</u>	Common Stock	6,940
Employee Stock Option (right to buy)	\$ 33.9 <u>(4)</u>	09/10/2010		A		5,210		<u>(5)</u>	09/10/2020	Common Stock	5,210
Restricted Stock Unit	<u>(2)</u>	09/11/2010		M		2,151		<u>(3)</u>	<u>(3)</u>	Common Stock	2,151

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DZIKI THOMAS A 313 IRON HORSE WAY PROVIDENCE, RI 02908			VP Sustainable Development	

Signatures

Lisa N'Chonon, Power-of-Attorney,
in fact 09/14/2010

**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).
- Includes 1,998 shares of common stock allocated to Mr. Dziki under the United Natural Foods, Inc. Employee Stock Ownership Plan and
- (1) 21 shares of common stock allocated to Mr. Dziki under the United Natural Foods, Inc. 401(k) Plan's UNFI Stock Fund as of September 14, 2010.
- (2) 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.

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- (3) The restricted stock units vest in four equal annual installments beginning on the first anniversary of the date of grant.
- (4) United Natural Foods, Inc.'s closing price on the NASDAQ National Market on September 10, 2010.
- (5) The stock options vest and becomes exercisable in four equal annual installments beginning on the first anniversary of the date of grant.
- (6) On September 11, 2010, 2,151 shares of United Natural Foods, Inc. (the "Company") restricted stock units vested. The Company retained 757 shares on September 11, 2010 to satisfy certain tax withholding obligations in connection with the vesting of such shares.

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.