

UNITED NATURAL FOODS INC
Form 4
March 06, 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 *
GLENN GARY ANDREW

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)
260 LAKE ROAD, PO BOX 999

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/02/2006

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
VP of Information Technology

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/02/2006		M		2,500 A \$ 11.4	7,300	D
Common Stock	03/02/2006		M		3,750 A \$ 12.55	11,050	D
Common Stock	03/02/2006		M		3,750 A \$ 18.655	14,800	D
Common Stock	03/02/2006		M		5,000 A \$ 28.14	19,800	D
Common Stock	03/02/2006		S		15,000 D \$ 33.65	4,800 ⁽¹⁾	D

Common Stock	1,703	I	See footnote (2)
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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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 11.4	03/02/2006		M	2,500	12/03/2005 ⁽³⁾ 12/03/2011	Common Stock	2,500
Employee Stock Option (right to buy)	\$ 12.55	03/02/2006		M	3,750	12/03/2005 ⁽³⁾ 12/03/2012	Common Stock	3,750
Employee Stock Option (right to buy)	\$ 18.655	03/02/2006		M	3,750	12/03/2005 ⁽³⁾ 12/03/2013	Common Stock	3,750
Employee Stock Option (right to buy)	\$ 28.14	03/02/2006		M	5,000	12/01/2005 12/01/2014	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GLENN GARY ANDREW 260 LAKE ROAD PO BOX 999 DAYVILLE, CT 06241			VP of Information Technology	

Signatures

Mark Shamber (Power of Attorney,
in fact) 03/06/2006

__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 4,800 shares of restricted stock vesting in four equal installments beginning on 12/8/2006.
 - (2) Includes 1,703 shares of common stock allocated to Mr. Glenn under the United Natural Foods, Inc. Employee Stock Ownership Plan as of March 2, 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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