

UNITED NATURAL FOODS INC

Form 4

December 14, 2005

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
TOWNSEND STEVEN H

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/12/2005

____ Director ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) below)
Former President, CEO & COB

(Street)
DAYVILLE, CT 06241

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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	(A) or (D)	Price
Common Stock	12/12/2005		S		25,000	D	\$ 28 63,638
Common Stock							28,632
						I	See footnote ⁽¹⁾

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

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information contained in this form are not
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(9-02)

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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)	\$ 11.4	12/12/2005		M	8,770	10/21/2005 12/03/2011	Common Stock 8,770
Employee Stock Option (right to buy)	\$ 12.55	12/12/2005		M	7,968	10/21/2005 12/03/2012	Common Stock 7,968

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

TOWNSEND STEVEN H
C/O UNITED NATURAL FOODS INC
260 LAKE ROAD
DAYVILLE, CT 06241

Former President, CEO & COB

Signatures

Mark Shamber, power-of-attorney
in fact

12/14/2005

__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 (i) 3,380 shares of common stock allocated to Mr. Townsend under the United Natural Foods, Inc. Employee Stock Ownership Plan as of December 13, 2005, (ii) 1,670 shares of common stock allocated to Mr. Townsend under the United Natural Foods, Inc. 401(k) plan's UNFI Stock Fund as of December 13, 2005 and (iii) 23,582 shares of common stock owned by Mr. Townsend's wife and children.

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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