

UNITED NATURAL FOODS INC
Form 4
December 21, 2007

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 *
BEAUDRY MICHAEL

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
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/07/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Eastern Region President

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) | (A) or (D) | 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 | Price | | |
| Common Stock | 12/07/2007 | | F | | 603 | D (1) | 11,997 | D |
| Common Stock | 12/10/2007 | | F | | 603 | D (2) | 11,394 | D |
| Common Stock | 12/19/2007 | | M | | 1,250 | A \$ 14.35 | 12,644 | D |
| Common Stock | 12/19/2007 | | M | | 5,000 | A \$ 18.655 | 17,644 | D |
| Common Stock | 12/19/2007 | | M | | 1,500 | A \$ 25.37 | 19,144 | D |

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| | | | | | | | | |
|--------------|------------|---|---------------------|---|----------|--------|---|------------------|
| Common Stock | 12/19/2007 | S | 7,750 | D | \$ 29 | 11,394 | D | |
| Common Stock | 12/20/2007 | S | <u>2,394</u> (3) | D | \$ 29.33 | 9,000 | D | |
| Common Stock | | | | | | 3,547 | I | See footnote (4) |

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) | \$ 14.35 | 12/19/2007 | | M | 1,250 | 08/01/2007 08/01/2013 | Common Stock | 1,250 | |
| Employee Stock Option (right to buy) | \$ 18.655 | 12/19/2007 | | M | 5,000 | 12/03/2007 12/03/2013 | Common Stock | 5,000 | |
| Employee Stock Option (right to buy) | \$ 25.37 | 12/19/2007 | | M | 1,500 | 12/08/2007 12/08/2015 | Common Stock | 1,500 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BEAUDRY MICHAEL 260 LAKE ROAD DAYVILLE, CT 06241 | | | Eastern Region President | |

Signatures

Mark Shamber (Power of Attorney,
in fact) 12/21/2007

__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) On December 7, 2007, an aggregate of 1,800 shares of United Natural Foods, Inc. (the "Company") restricted common stock vested (from a restricted stock grant dated December 7, 2006). On December 7, 2007, the Company withheld 603 shares of such restricted common stock to satisfy certain tax withholding obligations of Mr. Beaudry in connection with the vesting of such 1,800 shares.

(2) On December 8, 2007, an aggregate of 1,800 shares of the Company's restricted common stock vested (from a restricted stock grant dated December 8, 2005). On December 10, 2007, the Company withheld 603 shares of such restricted common stock to satisfy certain tax withholding obligations of Mr. Beaudry in connection with the vesting of such 1,800 shares.

(3) Sale of common stock reported on this Form was made in connection with vesting of restricted stock granted to Mr. Beaudry under the Company's 2004 Equity Incentive Plan. (The acquisition of such stock was previously reported.)

(4) Includes 2,941 shares of common stock allocated to Mr. Beaudry under the United Natural Foods, Inc. Employee Stock Ownership Plan as of December 21, 2007 and 606 shares of common stock allocated to Mr. Beaudry under the United Natural Foods, Inc. 401(k) plan's UNFI Unitized Stock Fund. The price is based on the closing price of UNFI common stock on The Nasdaq National Market on October 20, 2007.

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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