

DZIKI THOMAS A

Form 4

December 08, 2009

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 *
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)
09/16/2009

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) 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)
____X____ 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)
Common Stock	09/16/2009		M	1,350 A \$ 0	8,298	D	
Common Stock	09/16/2009		F	445 D (4) 24.11	7,853	D	
Common Stock					1,717	I	See footnote (3)

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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SEC 1474
(9-02)

displays a currently valid OMB control 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)		8. Pr Deriv Secur (Instr	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0 ⁽¹⁾	09/16/2009		M		1,350		⁽²⁾	⁽²⁾	Common Stock	1,350

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

12/08/2009

__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) 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 Mr. Dziki's restricted unit award agreement.

(2) The restricted stock units vest in four equal annual installments beginning on the first anniversary of the date of grant, which was September 16, 2008.

(3) Includes 1,694 shares of common stock allocated to Mr. Dziki under the United Natural Foods, Inc. Employee Stock Ownership Plan and 23 shares of common stock allocated to Mr. Dziki under the United Natural Foods, Inc. 401(k) Plan's UNFI Stock Fund as of December 8, 2009.

(4) On September 16, 2009, 1,350 shares of United Natural Foods, Inc. (the "Company") restricted stock units vested. In connection with the vesting of those shares, the Company retained 445 shares on September 16, 2009 to satisfy the related tax withholding obligations.

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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