

UNITED NATURAL FOODS INC  
 Form 4  
 September 14, 2010

**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 \*  
**HEFFERNAN JAMES P**

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)

**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)
				(A) or (D)	Price		
Common Stock					3,064	D	

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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	
Restricted Stock Unit	(1)	09/10/2010		A	3,592	(2) (2)	Common Stock	3,592
Restricted Stock Unit	(1)	09/10/2010		D	1,197	(2) (2)	Common Stock	1,197
Phantom Stock	(5)	09/10/2010		A	1,197	(5) (5)	Common Stock	1,197
Employee Stock Option (right to buy)	\$ 33.9 (3)	09/10/2010		A	2,660	(4) 09/10/2020	Common Stock	2,660
Restricted Stock Unit	(1)	09/11/2010		D	1,197	(2) (2)	Common Stock	1,197
Phantom Stock	(5)	09/11/2010		A	1,197	(5) (5)	Common Stock	1,197

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HEFFERNAN JAMES P 313 IRON HORSE WAY PROVIDENCE, RI 02908		X		

## 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).

(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 the reporting person's restricted stock unit agreement.

(2)

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The restricted stock units vest 1/3 immediately, with the remaining 2/3 vesting in two equal annual installments beginning on the first anniversary of the date of grant.

- (3) United Natural Foods, Inc.'s closing price on the NASDAQ National Market on September 10, 2010.
- (4) The stock options vest and becomes exercisable as follows: 1/3 immediately, with the remainder in two equal annual installments beginning on the first anniversary of the date of grant.
- (5) The security converts to common stock on a one-for-one basis subject to the terms of the United Natural Foods, Inc. Deferred Compensation Plan.

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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