

UNITED NATURAL FOODS INC
 Form 4/A
 October 08, 2014

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 *
 Dorne Eric 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)

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

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)

SVP, Chief Information Officer

C/O UNITED NATURAL FOODS, INC., 313 IRON HORSE WAY

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
 09/23/2014

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

PROVIDENCE, RI 02908

(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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	09/19/2014		M	1,363 A \$ 37.82	3,669	D	
Common Stock	09/19/2014		S	3,081 D \$ 63.858	588	D	
Common Stock					314	I	See footnote (2)

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	
Restricted Stock Unit ⁽³⁾	<u>(4)</u>	09/19/2014		A	3,820	<u>(5)</u>	<u>(5)</u>	Common Stock	3,820
Employee Stock Option (right to buy)	\$ <u>64.55</u> ⁽⁶⁾	09/19/2014		A	4,630	<u>(7)</u>	09/19/2024 ⁽⁷⁾	Common Stock	4,630
Employee Stock Option (right to buy)	\$ <u>37.82</u> ⁽⁶⁾	09/19/2014		M	1,363	<u>(8)</u>	09/12/2021 ⁽⁸⁾	Common Stock	1,363

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dorne Eric A. C/O UNITED NATURAL FOODS, INC. 313 IRON HORSE WAY PROVIDENCE, RI 02908			SVP, Chief Information Officer	

Signatures

Lisa N'Chonon, Power-of-Attorney,
in fact
**Signature of Reporting Person

10/08/2014
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) The transaction price listed is a weighted average. Actual sale prices for these dispositions ranged from \$63.854 to \$63.864.
Includes 27 shares of common stock allocated to the reporting person under the United Natural Foods, Inc. Employee Stock Ownership Plan and 287 shares of common stock allocated to the reporting person under the United Natural Foods, Inc. 401(k) Plan's UNFI Stock Fund as of September 19, 2014.
- (3) Restricted stock units awarded September 19, 2014.
- (4) 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.
- (5) The restricted stock units vest in four equal annual installments beginning on the first anniversary of the date of grant.
- (6) United Natural Foods, Inc.'s closing price on the NASDAQ National Market on the date of grant.
- (7) The stock options vest and becomes exercisable in four equal annual installments beginning on the first anniversary of the date of grant and expire on the tenth anniversary of the date of grant.
- (8) The stock options vest and becomes exercisable in four equal annual installments beginning on the first anniversary of the date of grant.

Remarks:

Form 4/A filed to adjust the number of employee stock options granted on September 19, 2014 as a result of an error in the op

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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