

TESTA CHRISTOPHER P.
Form 4
September 18, 2018

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 *
TESTA CHRISTOPHER 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)
C/O UNFI, 313 IRON HORSE WAY

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/15/2018

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
President, UNFI

PROVIDENCE, RI 02908

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)	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 or Price		
Common Stock	09/15/2018		M ⁽¹⁾		1,350 A \$ 0 ⁽²⁾	11,388	D
Common Stock	09/15/2018		F ⁽¹⁾		586 D \$ 33.53	10,802	D
Common Stock	09/15/2018		M ⁽³⁾		1,345 A \$ 0 ⁽²⁾	12,147	D
Common Stock	09/15/2018		F ⁽³⁾		583 D \$ 33.53	11,564	D
Common Stock	09/17/2018		M ⁽⁴⁾		900 A \$ 0 ⁽²⁾	12,464	D

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Common Stock	09/17/2018		<u>F</u> ⁽⁴⁾	391	D	\$ 34.18	12,073	D	
Common Stock							271	I	See footnote <u>(5)</u>

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 (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. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0 <u>(6)</u>	09/15/2018		M	1,350	<u>(7)</u>	<u>(7)</u>	Common Stock	1,350
Restricted Stock Unit	<u>(6)</u>	09/15/2018		M	1,345	<u>(7)</u>	<u>(7)</u>	Common Stock	1,345
Restricted Stock Unit	\$ 0 <u>(6)</u>	09/17/2018		M	900	<u>(7)</u>	<u>(7)</u>	Common Stock	900

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TESTA CHRISTOPHER P. C/O UNFI 313 IRON HORSE WAY PROVIDENCE, RI 02908			President, UNFI	

Signatures

Joseph McGrail, Power-of-Attorney,
in fact

09/18/2018

__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 September 15, 2018, 1,350 shares of United Natural Foods, Inc. (the "Company") restricted stock units vested. The Company retained 586 shares on that date to satisfy certain tax withholding obligations in connection with the vesting.
- (2) Restricted stock units convert into common stock on a one-for-one basis. Accordingly, there was no purchase price paid by the reporting person.
- (3) On September 15, 2018, 1,345 shares of United Natural Foods, Inc. (the "Company") restricted stock units vested. The Company retained 583 shares on that date to satisfy certain tax withholding obligations in connection with the vesting.
- (4) On September 17, 2018, 900 shares of United Natural Foods, Inc. (the "Company") restricted stock units vested. The Company retained 391 shares on that date to satisfy certain tax withholding obligations in connection with the vesting.
- (5) Represents 271 shares of common stock allocated to the reporting person under the United Natural Foods, Inc. 401(k) Plan as of September 14, 2018.
- (6) 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.
- (7) The restricted stock units vest in four equal annual installments beginning on the first anniversary of the date of grant.

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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