

BEAUDRY MICHAEL
Form 4
December 17, 2009

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)
313 IRON HORSE WAY

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/15/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, National Distrib.

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)
				Code	V Amount (A) or (D) Price			
Common Stock	12/15/2009		M		3,000 A \$ 25.37	10,173	D	
Common Stock	12/15/2009		M		2,250 A \$ 24.54	12,423	D	
Common Stock	12/15/2009		S		376 D \$ 26.53	12,047	D	
Common Stock	12/15/2009		S		600 D \$ 26.54	11,447	D	
Common Stock	12/15/2009		S		600 D \$ 26.55	10,847	D	

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Common Stock	12/15/2009	S	600	D	\$ 26.56	10,247	D	
Common Stock	12/15/2009	S	1,774	D	\$ 26.58	8,073	D	
Common Stock	12/15/2009	S	700	D	\$ 26.5838	7,373	D	
Common Stock	12/15/2009	S	62	D	\$ 26.5845	7,311	D	
Common Stock	12/15/2009	S	1,000	D	\$ 26.59	6,311	D	
Common Stock	12/15/2009	S	300	D	\$ 26.595	6,011	D	
Common Stock	12/15/2009	S	500	D	\$ 26.6	5,511	D	
Common Stock	12/15/2009	S	100	D	\$ 26.61	5,411	D	
Common Stock	12/17/2009	S	52	D	\$ 26.0745	5,359	D	
Common Stock	12/17/2009	S	3,500	D	\$ 26.0738	1,859	D	
Common Stock						10,686	I	See footnote (1)

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

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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. Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares

Employee Stock Option (right to buy)	\$ 25.37	12/15/2009	M	3,000	<u>(2)</u>	12/08/2015	Common Stock	3,000
Employee Stock Option (right to buy)	\$ 24.54	12/15/2009	M	2,250	<u>(3)</u>	09/16/2018	Common Stock	2,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BEAUDRY MICHAEL 313 IRON HORSE WAY PROVIDENCE, RI 02908			SVP, National Distrib.	

Signatures

Lisa N'Chonon, Power-of-Attorney,
in fact

12/17/2009

__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).

- Includes 3,569 shares of common stock allocated to Mr. Beaudry under the United Natural Foods, Inc. Employee Stock Ownership Plan
- (1) and 7,117 shares of common stock allocated to Mr. Beaudry under the United Natural Foods, Inc. 401(k) Plan's UNFI Stock Fund as of December 16, 2009.
 - (2) Employee stock options vested 25% annually beginning on December 8, 2006, the first anniversary of the grant date.
 - (3) Employee stock options vest 25% annually beginning on September 16, 2009, the first anniversary of the grant date.

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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