UNITED NATURAL FOODS INC
Form 4
December 14, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
CIANCIOLO JOSEPH M

(Last) (First) (Middle)

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

(Street)

PROVIDENCE, RI 02908

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
UNITED NATURAL FOODS INC [UNFI]

3. Date of Earliest Transaction (Month/Day/Year)
12/12/2012

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/12/2012		M		2,660	A	$ 24.3	4,660	D	
Common Stock	12/12/2012		M		2,660	A	$ 33.9	7,320	D	
Common Stock	12/12/2012		M		1,773	A	$ 37.82	9,093	D	
Common Stock	12/12/2012		S		7,093	D	$ 54.218 (6)	2,000	D	

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 Amoun Underlying Securit (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Shar
Stock Option (right to buy)	$ 24.3	12/12/2012		M			2,660	(3)	09/11/2019(3)	Common Stock	2,6
Stock Option (right to buy)	$ 33.9	12/12/2012		M			2,660	(3)	09/10/2020(3)	Common Stock	2,6
Stock Option (right to buy)	$ 37.82	12/12/2012		M			1,773	(3)	09/12/2021(3)	Common Stock	1,7
Restricted Stock Unit	$ 0 (1)	12/12/2012		D			1,064	(2)	(2)	Common Stock	1,0
Restricted Stock Unit	$ 0 (1)	12/12/2012		D			2,128	(2)	(2)	Common Stock	2,1
Phantom Stock	$ 0 (4)	12/12/2012		A(5)		3,192		(4)	(4)	Common Stock	3,1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CIANCIOLO JOSEPH M C/O UNITED NATURAL FOODS, INC. 313 IRON HORSE WAY	X			

PROVIDENCE, RI 02908

Signatures

Lisa N'Chonon, Power-of-Attorney, in-fact	12/14/2012
**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)	The vesting of Mr. Cianciolo's remaining restricted stock units granted on September 12, 2011 and September 13, 2012 were accelerated upon his retirement from our Board of Directors on December 12, 2012.
(3)	The stock options vest and become exercisable in three equal annual installments beginning on the date of grant, and expire on the tenth anniversary of the date of grant.
(4)	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.
(5)	Mr. Cianciolo had previously elected to defer 100% of any restricted stock units granted to the Company's Deferred Compensation Plan upon vesting.
(6)	The transaction price listed is a weighted average. Actual dispositions ranged from $53.99 to $54.51.

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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