

Shamber Mark
Form 4
December 08, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Shamber Mark

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)
12/06/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Chief Financial Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 12/06/2010 | | M | 900 A \$ 0 | 17,353 | D | |
| Common Stock | 12/06/2010 | | F | 341 <u>D</u> ⁽⁴⁾ \$ 37 | 17,012 | D | |
| Common Stock | 12/07/2010 | | F | 499 <u>D</u> ⁽⁷⁾ \$ 36.79 | 16,513 | D | |
| Common Stock | 12/07/2010 | | <u>D</u> ⁽⁶⁾ | 450 D \$ 0 | 16,063 | D | |
| Common Stock | | | | | 3,693 | I | See footnote <u>(1)</u> |

Edgar Filing: Shamber Mark - Form 4

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Unit | (2) | 12/06/2010 | | M | 900 | (3) (3) | Common Stock | 900 \$ |
| Restricted Stock Unit | (2) | 12/06/2010 | | D | 900 | (3) (3) | Common Stock | 900 \$ |
| Phantom Stock | (5) | 12/06/2010 | | A | 900 | (5) (5) | Common Stock | 900 \$ |
| Phantom Stock | (5) | 12/07/2010 | | A | 450 | (5) (5) | Common Stock | 450 \$ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Shamber Mark 313 IRON HORSE WAY PROVIDENCE, RI 02908 | | | SVP, Chief Financial Officer | |

Signatures

Lisa N'Chonon, Power-of-Attorney,
in fact
12/08/2010

**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).
Includes 2,002 shares of common stock allocated to the reporting person under the United Natural Foods, Inc. Employee Stock Ownership Plan and 1,691 shares of common stock allocated to the reporting person under the United Natural Foods, Inc. 401(k) Plan's UNFI Stock Fund as of December 7, 2010.
- (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 restricted stock units vest in four equal annual installments beginning on the first anniversary of the date of grant.
On December 6, 2010, 1,800 shares of United Natural Foods, Inc. (the "Company") restricted stock units vested. Of these shares, Mr. Shamber elected to defer 900 shares to the Company's Deferred Stock Plan. The Company retained 341 shares on December 6, 2010 to satisfy certain tax withholding obligations in connection with the vesting.
- (3) 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.
- (4) Upon vesting of Mr. Shamber's restricted stock award on December 6, 2010, the percentage he had previously elected were deferred to the United Natural Foods, Inc. Deferred Stock Plan.
On December 7, 2010, 1,800 shares of United Natural Foods, Inc. (the "Company") restricted stock awards vested. Of these shares, Mr. Shamber elected to defer 450 shares to the Company's Deferred Stock Plan. The Company retained 499 shares on December 7, 2010 to satisfy certain tax withholding obligations in connection with the vesting.
- (5) Shamber elected to defer 450 shares to the Company's Deferred Stock Plan. The Company retained 499 shares on December 7, 2010 to satisfy certain tax withholding obligations in connection with the vesting.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.