

UNITED NATURAL FOODS INC

Form 4

December 12, 2006

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ANTONELLI RICHARD

(Last) (First) (Middle)

C/O UNITED NATURAL FOODS
INC, 260 LAKE ROAD

(Street)

DAYVILLE, CT 06241

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading

Symbol

UNITED NATURAL FOODS INC
[UNFI]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

3. Date of Earliest Transaction

(Month/Day/Year)

12/08/2006

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

Chief Operating Officer

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	12/08/2006		M		1,750	A	\$ 25.37	18,550	D
Common Stock	12/08/2006		S		1,750	D	\$ 36.44	16,800	D
Common Stock	12/08/2006		S		2,100	<u>D</u> (1)	\$ 36.445	14,700	D
Common Stock								2,711	I
									See footnote (2)

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

SEC 1474
(9-02)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 25.37	12/08/2006		M		1,750		12/08/2006 ⁽³⁾	12/08/2015	Common Stock	1,750

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer		Other
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ANTONELLI RICHARD
C/O UNITED NATURAL FOODS INC
260 LAKE ROAD
DAYVILLE, CT 06241

X

Chief Operating Officer

Mark Shamber (Power of Attorney,
in fact)

12/12/2006

**Signature of Reporting Person

Date _____

* 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) Sale of Common Stock reported on this form was made in connection with vesting of restricted stock granted to Mr. Antonelli under United Natural Foods, Inc.'s 2004 Equity Incentive Plan. (The acquisition of such stock was previously reported).
- (2) Includes 2,711 shares of common stock allocated to Mr. Antonelli under the United Natural Foods, Inc. Employee Stock Ownership Plan as of December 12, 2006.

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(3) The employee stock option is exercisable in four equal installments commencing on the first anniversary date of the grant.

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.