

BEAUDRY MICHAEL
Form 4
January 06, 2005

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)

260 LAKE ROAD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/04/2005

____ Director
 Officer (give title below) _____ Other (specify below)
Vice President of Operations

DAYVILLE, CT 06241

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 01/04/2005 | | M | 1,250 A \$ 6.5 | 1,250 | D | |
| Common Stock | 01/04/2005 | | M | 2,500 A \$ 7.75 | 3,750 | D | |
| Common Stock | 01/04/2005 | | M | 5,000 A \$ 11.4 | 8,750 | D | |
| Common Stock | 01/04/2005 | | M | 1,250 A \$ 14.35 | 10,000 | D | |
| Common Stock | 01/04/2005 | | S | 3,000 D \$ 30.13 | 7,000 | D | |

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| | | | | | | | |
|--------------|------------|---|-------|---|-----------|-------|---|
| Common Stock | 01/04/2005 | S | 2,000 | D | \$ 29.7 | 5,000 | D |
| Common Stock | 01/04/2005 | S | 2,000 | D | \$ 29.72 | 3,000 | D |
| Common Stock | 01/04/2005 | S | 1,900 | D | \$ 30.1 | 1,100 | D |
| Common Stock | 01/04/2005 | S | 1,000 | D | \$ 30.14 | 100 | D |
| Common Stock | 01/04/2005 | S | 100 | D | \$ 30.11 | 0 | D |
| Common Stock | 01/05/2005 | M | 2,868 | A | \$ 12.55 | 2,868 | D |
| Common Stock | 01/05/2005 | M | 882 | A | \$ 12.55 | 3,750 | D |
| Common Stock | 01/05/2005 | M | 1,000 | A | \$ 18.655 | 4,750 | D |
| Common Stock | 01/05/2005 | S | 1,200 | D | \$ 29.25 | 3,550 | D |
| Common Stock | 01/05/2005 | S | 855 | D | \$ 29.09 | 2,695 | D |
| Common Stock | 01/05/2005 | S | 800 | D | \$ 29.26 | 1,895 | D |
| Common Stock | 01/05/2005 | S | 395 | D | \$ 29.07 | 1,500 | D |
| Common Stock | 01/05/2005 | S | 300 | D | \$ 29.1 | 1,200 | D |
| Common Stock | 01/05/2005 | S | 200 | D | \$ 29.19 | 1,000 | D |
| Common Stock | 01/05/2005 | S | 200 | D | \$ 29.18 | 800 | D |
| Common Stock | 01/05/2005 | S | 200 | D | \$ 29.15 | 600 | D |
| Common Stock | 01/05/2005 | S | 200 | D | \$ 29.14 | 400 | D |
| Common Stock | 01/05/2005 | S | 100 | D | \$ 29.16 | 300 | D |
| Common Stock | 01/05/2005 | S | 100 | D | \$ 29.12 | 200 | D |
| Common Stock | 01/05/2005 | S | 100 | D | \$ 29.05 | 100 | D |
| | 01/05/2005 | S | 100 | D | \$ 29.08 | 0 | D |

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| | | | | | | | | | |
|--------------|------------|--|---|-------|---|-----------|----------------------|---|----------------|
| Common Stock | | | | | | | | | |
| Common Stock | 01/06/2005 | | M | 4,000 | A | \$ 18.655 | 4,000 | D | |
| Common Stock | 01/06/2005 | | S | 4,000 | D | \$ 30 | 0 | D | |
| Common Stock | | | | | | | 2,208 ⁽¹⁾ | I | By 401(k) Plan |
| Common Stock | | | | | | | 3,822 ⁽²⁾ | I | By ESOP |

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.

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|
| Employee Stock Option (right to buy) | \$ 6.5 | 01/04/2005 | | M | 1,250 | 09/22/2004 ⁽³⁾ 09/22/2010 | Common Stock | 1,250 |
| Employee Stock Option (right to buy) | \$ 7.75 | 01/04/2005 | | M | 2,500 | 12/06/2004 ⁽³⁾ 12/06/2010 | Common Stock | 2,500 |
| Employee Stock Option (right to buy) | \$ 11.4 | 01/04/2005 | | M | 5,000 | 12/03/2004 ⁽³⁾ 12/03/2011 | Common Stock | 5,000 |

| | | | | | | | | |
|--|-----------|------------|---|-------|---------------------------|------------|-----------------|-------|
| Employee Stock Option (right to buy) | \$ 14.35 | 01/04/2005 | M | 1,250 | 08/01/2004 ⁽³⁾ | 08/01/2013 | Common Stock | 1,250 |
| Employee Stock Option (right to buy) | \$ 12.55 | 01/05/2005 | M | 3,750 | 12/03/2004 ⁽³⁾ | 12/03/2012 | Common Stock | 3,750 |
| Employee Stock Option (right to buy) | \$ 18.655 | 01/05/2005 | M | 1,000 | 12/03/2004 ⁽³⁾ | 12/03/2013 | Common Stock | 1,000 |
| Employee Stock Option (right to buy) | \$ 18.655 | 01/06/2005 | M | 4,000 | 12/03/2004 ⁽³⁾ | 12/03/2013 | Common Stock | 4,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BEAUDRY MICHAEL 260 LAKE ROAD DAYVILLE, CT 06241 | | | Vice President of Operations | |

Signatures

Mark Shamber (Power of Attorney,
in fact) 01/06/2005

__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).

- Shares were acquired under the United Natural Foods, Inc. 401(k) Plan's UNFI Unitized Stock Fund. Based on unitized valuations
- (1) provided by the Plan Trustee, 2,208 shares of UNFI common stock exist under the UNFI Unitized Stock Fund for the benefit of Mr. Beaudry. The price is based on the closing price of UNFI common stock on The Nasdaq National Market on January 3, 2005.
 - (2) Includes 1,614 shares of common stock allocated to Mr. Beaudry under the United Natural Foods, Inc Employee Stock Ownership Plan as of December 31, 2004.
 - (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.

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