

UNITED NATURAL FOODS INC  
 Form 4/A  
 December 08, 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 \*  
**FUNK MICHAEL S**

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)  
**09/11/2009**

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

**PROVIDENCE, RI 02908**  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)  
**09/15/2009**

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	09/11/2009		M		2,400 A \$ 0	65,594	D
Common Stock	09/11/2009		F		858 D \$ 24.3 (6)	64,736	D
Common Stock						1,187	I See footnote (5)

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

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- (4) The restricted stock units vest as follows: one-third vests on the date of grant and the remaining two-thirds of the award vest in two equal annual installments beginning on the first anniversary of the date of grant.
- (5) Includes 1,187 shares of common stock allocated to Mr. Funk under the United Natural Foods, Inc Employee Stock Ownership Plan.
- (6) On September 11, 2009, 2,400 shares of United Natural Foods, Inc. (the "Company") restricted stock units vested. On September 11, 2009, the Company retained 858 shares to satisfy certain tax withholding obligations in connection with the vesting of such shares.

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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