

Traficanti Joseph J  
 Form 4  
 April 22, 2010

**FORM 4**

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

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).

**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 \*  
 Traficanti Joseph J

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 SVP, General Counsel, CCO

(Last) (First) (Middle)  
 C/O UNITED NATURAL FOODS, INC., 313 IRON HORSE WAY  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 04/20/2010

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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	04/20/2010		M	2,887	A	\$ 0	2,887	D
Common Stock	04/20/2010		F	951	<u>D</u> (3)	\$ 29.96	1,936	D
Common Stock							8	I
							See footnote (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**

SEC 1474 (9-02)

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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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Unit	\$ 0 <sup>(1)</sup>	04/20/2010		M	2,887	<sup>(2)</sup> <sup>(2)</sup>	Common Stock	2,887

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Traficanti Joseph J C/O UNITED NATURAL FOODS, INC. 313 IRON HORSE WAY PROVIDENCE, RI 02908			SVP, General Counsel, CCO	

## Signatures

Lisa N'Chonon, Power-of-Attorney,  
in fact

04/22/2010

\_\_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).
- (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 Mr. Traficanti's restricted unit award agreement.
- (2) The restricted stock units vest in four equal annual installments beginning on April 20, 2010, the first anniversary of the date of grant.
- (3) On April 20, 2010, 2,887 shares of United Natural Foods, Inc. (the "Company") restricted stock units vested. In connection with the vesting of those shares, the Company retained 951 shares on April 20, 2010 to satisfy the related tax withholding obligations.
- (4) Includes 8 shares of common stock allocated to Mr. Traficanti under the United Natural Foods, Inc. 401(k) Plan's UNFI Stock Fund as of April 22, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

## Edgar Filing: Traficanti Joseph J - Form 4

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