

GRILLEA THOMAS JOHN
Form 4
January 04, 2011

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 *
GRILLEA THOMAS JOHN

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)
01/03/2011

____ Director
 Officer (give title below) _____ Other (specify below)
Divisional President

PROVIDENCE, RI 02908

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 Price			
Common Stock	01/03/2011		M		750 A \$ 29.09	750	D	
Common Stock	01/03/2011		M		563 A \$ 24.54	1,313	D	
Common Stock	01/03/2011		M		1,938 A \$ 24.3	3,251	D	
Common Stock	01/03/2011		S		3,251 D \$ 36.6631	0	D	
Common Stock						721	I	See footnote

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

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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
Stock option (right to buy)	\$ 29.09	01/03/2011		M	750	<u>(1)</u> 09/01/2016 ⁽¹⁾	Common Stock	750
Stock option (right to buy)	\$ 24.54	01/03/2011		M	563	<u>(1)</u> 09/16/2018 ⁽¹⁾	Common Stock	563
Stock option (right to buy)	\$ 24.3	01/03/2011		M	1,938	<u>(1)</u> 09/11/2019 ⁽¹⁾	Common Stock	1,938

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRILLEA THOMAS JOHN 313 IRON HORSE WAY PROVIDENCE, RI 02908			Divisional President	

Signatures

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

01/04/2011

__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) The stock options vest and becomes exercisable in four equal annual installments beginning on the first anniversary of the date of grant, and expire on the tenth anniversary of the date of grant.
 - (2) The transaction price listed is a weighted average. Actual sale prices for these dispositions ranged from \$36.66 to \$36.68.
 - (3) Represents 721 shares of common stock allocated to Mr. Grillea under the United Natural Foods, Inc. Employee Stock Ownership Plan as of January 3, 2011.

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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