

UNITED NATURAL FOODS INC  
Form 4  
December 11, 2006

**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 \*  
Shamber Mark

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, P.O. BOX 999  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/07/2006

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP and Chief Financial Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |                                   |
| Restricted Common Stock         | 12/07/2006                           |  | A                              |   | 7,200 (1) \$ 36.6   | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 1,185 (2)   | I  | See Footnote                      |

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

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (right to buy)       | \$ 36.6  | 12/07/2006                           |  | A                              | 6,000   | <sup>(3)</sup> 12/07/2016                                | Common Stock  | 6,000                         |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |                                |       |
|---|---------------|-----------|--------------------------------|-------|
|   | Director      | 10% Owner | Officer                        | Other |
| Shamber Mark<br>260 LAKE ROAD<br>P.O. BOX 999<br>DAYVILLE, CT 06241 |               |           | VP and Chief Financial Officer |       |

## Signatures

Mark E. Shamber 12/11/2006

\*\*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 shares vest in four equal annual installments beginning on the first anniversary of the date of grant.  
Includes (i) 765 shares of common stock allocated to Mr. Shamber under the United Natural Foods, Inc. Employee Stock Ownership Plan as of December 11, 2006 and (ii) the equivalent of 420 shares of common stock allocated to Mr. Shamber under the United Natural Foods, Inc. 401(k) plan's UNFI Company Stock Fund. The number of equivalent shares is calculated based on the closing price of UNFI common stock on The NASDAQ National Market on December 8, 2006.
- (3) The stock option vests and becomes exercisable in four equal annual installments beginning on the first anniversary of the date of grant.
- (4) The closing price of United Natural Foods, Inc.'s common stock on the NASDAQ National Market on December 7, 2006.

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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