

DZIKI THOMAS A
Form 4
September 18, 2012

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 *
DZIKI THOMAS A

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)

C/O UNITED NATURAL FOODS, INC., 313 IRON HORSE WAY

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/10/2007

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

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		
Common Stock	04/10/2007		S	1,500	D \$ 29.9	8,450 ⁽¹⁾	D
Common Stock	09/16/2012		M	1,350	A \$ 0	9,800	D
Common Stock	09/16/2012		F ⁽²⁾	438	D \$ 59.67	9,362	D
Common Stock						2,471	I

See footnote ⁽³⁾

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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 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 ⁽⁴⁾	09/16/2012		M	1,350	⁽⁵⁾ / ⁽⁵⁾	Common Stock	1,350

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DZIKI THOMAS A C/O UNITED NATURAL FOODS, INC. 313 IRON HORSE WAY PROVIDENCE, RI 02908			CHRSO	

Signatures

Lisa N'Chonon, Power-of-Attorney,
in-fact 09/18/2012

**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) This balance adjusts the direct ownership of United Natural Foods, Inc. ("UNFI" or the "Company") Common Stock by the reporting person by an increase of 852 shares. This increase reflects a correction for shares which were previously reported to be withheld on 12/8/2008, however the reporting person instead paid cash to settle the tax withholding obligation related to the vesting of restricted stock and therefore retained all shares.
- (2) On September 16, 2012, 1,350 shares of the Company's restricted stock units vested. The Company retained 438 shares on that date to satisfy certain tax withholding obligations in connection with the vesting.

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- Includes 2,451 shares of common stock allocated to the reporting person under the United Natural Foods, Inc. Employee Stock
- (3) Ownership Plan and 20 shares of common stock allocated to the reporting person under the United Natural Foods, Inc. 401(k) Plan's UNFI Stock Fund as of September 17, 2012.
 - (4) Each restricted stock unit represents the right to receive one share of the Company's common stock upon vesting in accordance with the terms of the reporting person's restricted stock unit agreement.
 - (5) The restricted stock units vest in four equal annual installments beginning on the first anniversary of the date of 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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