DZIKI THOMAS A

Form 4

December 05, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * DZIKI THOMAS A

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to Issuer

UNITED NATURAL FOODS INC

(Check all applicable)

[UNFI]

(Last) (First) (Middle)

(Month/Day/Year)

Director 10% Owner Other (specify X_ Officer (give title

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

(Street)

11/30/2012

below) below) **CHRSO**

4. If Amendment, Date Original

3. Date of Earliest Transaction

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

PROVIDENCE, RI 02908

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	ed of (D)	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/30/2012		M	668	A	\$ 0	10,030	D	
Common Stock	11/30/2012		F(1)	217	D	\$ 51.77	9,813	D	
Common Stock							2,555	I	See footnote (2)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (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)	4. Transactic Code (Instr. 8)	5. Number proof 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 Deriva Securit (Instr.
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	\$ 0 (3)	11/30/2012	M	668	<u>(4)</u>	<u>(4)</u>	Common Stock	668	\$ (

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

12/05/2012

Date

**Signature of Reporting Person

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) On November 30, 2012, 668 shares of the Company's restricted stock units vested. The Company retained 217 shares on that date to satisfy certain tax withholding obligations in connection with the vesting.
- Includes 2,535 shares of common stock allocated to the reporting person under the United Natural Foods, Inc. Employee Stock
- (2) 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 December 3, 2012.
- (3) 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.
- (4) The restricted stock units vest in four equal annual installments beginning on the first anniversary of the date of grant.

Reporting Owners 2

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