

TOWNSEND STEVEN H
 Form 4
 April 08, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 TOWNSEND STEVEN H

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)
 President, CEO, COB

(Last) (First) (Middle)
 C/O UNITED NATURAL FOODS INC, 260 LAKE ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/06/2005

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 Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	04/06/2005		M	20,388	A	\$ 7.75	20,388	D
Common Stock	04/06/2005		S	20,388	D	\$ 29.08	0	D
Common Stock	04/06/2005		M	15,000	A	\$ 11.4	15,000	D
Common Stock	04/06/2005		S	15,000	D	\$ 29.08	0	D
Common Stock	04/07/2005		M	33,516	A	\$ 11.4	33,516	D

Edgar Filing: TOWNSEND STEVEN H - Form 4

Common Stock	04/07/2005	S	33,516	D	\$ 29	0	D	
Common Stock						2,929	I	See footnote (1)

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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (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 Security (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 7.75	04/06/2005		M	20,388	12/06/2004 ⁽²⁾ 12/06/2010	Common Stock	20,388
Employee Stock Option (right to buy)	\$ 11.4	04/06/2005		M	15,000	12/03/2004 ⁽²⁾ 12/03/2011	Common Stock	15,000
Employee Stock Option (right to buy)	\$ 11.4	04/07/2005		M	33,516	12/03/2004 ⁽²⁾ 12/03/2011	Common Stock	33,516

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X		President, CEO, COB	

TOWNSEND STEVEN H
C/O UNITED NATURAL FOODS INC
260 LAKE ROAD
DAYVILLE, CT 06241

Signatures

Rick Puckett (Power-of-attorney,
in fact)

04/08/2005

__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) Includes 2,929 shares of common stock allocated to Mr. Townsend under the United Natural Foods, Inc. Employee Stock Ownership Plan as of April 8, 2005.
- (2) The employee stock option is exercisable in four equal installments commencing on the first anniversary date of the grant.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.