

Shamber Mark  
Form 4  
December 08, 2009

**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 \*  
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)  
  
313 IRON HORSE WAY  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/06/2009

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

PROVIDENCE, RI 02908

(City) (State) (Zip)

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

**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)	Amount or Price				
Common Stock	12/06/2009		M	V	900	A \$ 0	16,650	D	
Common Stock							3,153	I	See footnote (3)

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

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SEC 1474 (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)	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 <sup>(1)</sup>	12/06/2009		M	900	<sup>(2)</sup> / <sup>(2)</sup>	Common Stock	900
Restricted Stock Unit	\$ 0 <sup>(1)</sup>	12/06/2009		D	900	<sup>(2)</sup> / <sup>(2)</sup>	Common Stock	900
Phantom Stock	\$ 0 <sup>(4)</sup>	12/06/2009		A	900	<sup>(4)</sup> / <sup>(4)</sup>	Common Stock	900

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shamber Mark 313 IRON HORSE WAY PROVIDENCE, RI 02908			SVP, Chief Financial Officer	

## Signatures

Lisa N'Chonon, Power-of-Attorney,  
in fact  
12/08/2009

\_\_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) Each restricted stock unit represents the right to receive one share of United Natural Foods, Inc. common stock upon vesting in accordance with the terms of Mr. Shamber's restricted unit award agreement.
- (2) The restricted stock units vest in four equal annual installments beginning on December 6, 2008, the first anniversary of the date of grant. Includes 1,432 shares of common stock allocated to Mr. Shamber under the United Natural Foods, Inc. Employee Stock Ownership Plan
- (3) and 1,721 shares of common stock allocated to Mr. Shamber under the United Natural Foods, Inc. 401(k) Plan's UNFI Stock Fund as of December 8, 2009.
- (4) The security converts to common stock on a one-for-one basis subject to the terms of the United Natural Foods, Inc. Deferred Stock Plan.

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(5) Total of all phantom stock held by the reporting person in the United Natural Foods, Inc. Deferred Stock Plan.

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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