Edgar Filing: UNITED NATURAL FOODS INC - Form 4

| UNITED NA Form 4 March 17, 20 | TURAL FOODS | INC | | | | | | | | | | |
|---|--|------------------|---|--|------|--|---------------------------------------|---|--|--|-----------|--|
| FORM | Δ | | | | | | | | | | PPROVAL | |
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | | OMB Number: | 3235-0287 | | | |
| | Check this box if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF | | | | | | Expires: Estimated a burden hou | • | | | | |
| | Form 4 or | | | | | | | response | • | | | |
| Form 5 obligation may contin <i>See</i> Instruct 1(b). | $\frac{s}{nue.}$ Section 17(a) | a) of the F | | ility Ho | oldi | ng Com | pany | Act o | ge Act of 1934, f 1935 or Sectio 40 | | | |
| (Print or Type R | esponses) | | | | | | | | | | | |
| ROY PETER Symbol | | | ^r Name and Ticker or Trading D NATURAL FOODS INC | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
| (Last) (First) (Middle) 3. Date of (Month/Da C/O UNITED NATURAL FOODS, 03/15/20 INC., 313 IRON HORSE WAY | | | | - | | | | | X_ Director 10% Owner Officer (give title Other (specify below) below) | | | |
| (Street) 4. If Amend Filed(Month | | | | dment, Date Original h/Day/Year) | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | |
| PROVIDEN | CE, RI 02908 | | | | | | | | | Iore than One Re | | |
| (City) | (State) | Zip) | Table | I - Non | -De | rivative S | Securi | ties Ac | quired, Disposed of | f, or Beneficial | lly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | Execution any | | 3. Transac Code (Instr. 8 Code | 3) | 4. Securi nAcquired Disposed (Instr. 3, Amount | l (A) o l of (D |) | Securities Beneficially | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | |
| Common Stock | 03/15/2017 | | | М | | 2,050 | A | \$ 0 (1) | 33,598 | D | | |

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.

 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. Transactio Code (Instr. 8) | 5. Number on f 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. Pr Deriv Secu (Inst |
|---|---|---|---|--|---|--|--------------------|---|--|---------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Unit | (2) | 03/15/2017 | | М | 2,050 | (3) | (3) | Common Stock | 2,050 | \$ |

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Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|---|---------------|-----------|---------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |
| ROY PETER C/O UNITED NATURAL FOODS, INC. 313 IRON HORSE WAY PROVIDENCE, RI 02908 | Х | | | | | |
| Signatures | | | | | | |
| Joseph McGrail, Power-of-Attorney, in fact | 03/17/2017 | | | | | |
| **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) Restricted stock units convert into common stock on a one-for-one basis. Accordingly, there was no purchase price paid by the reporting person.
- (2) 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 the reporting person's restricted stock unit agreement.
- (3) The restricted stock units vest as follows: one-half vests on the date of grant and the remaining one-half vests on the 6 month 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. 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.