

BARKER GORDON D  
Form 4  
December 08, 2009

**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 \*  
BARKER GORDON D

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)

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)  | Price   |  |                                   |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3)            | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |     |       |                  |                 |              |                            |  |
|-----------------------|------------------------------|------------------|------------|--|-----|-------|------------------|-----------------|--------------|----------------------------|--|
|                       |                              |                  | Code       | V  | (A) | (D)   | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |  |
| Restricted Stock Unit | \$ 0 <sup>(1)</sup>          | 12/06/2009       | M          |  |     | 1,064 | <u>(2)</u>       | <u>(2)</u>      | Common Stock | 1,064                      |  |
| Phantom Stock         | \$ 0 <sup>(3)</sup>          | 12/06/2009       | A          |  |     | 1,064 | <u>(3)</u>       | <u>(3)</u>      | Common Stock | 1,064                      |  |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| BARKER GORDON D<br>313 IRON HORSE WAY<br>PROVIDENCE, RI 02908 |               | X         |         |       |

## 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. Barker's restricted stock unit award agreement.
- (2) The restricted stock units vest as follows: one-third vests on the date of grant, December 6, 2007, and the remaining two-thirds of the award vest in two equal annual installments beginning on the first anniversary of the date of grant.
- (3) 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.
- (4) 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. 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.