

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2007-12-10** | Period of Report: **2007-12-06**  
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### ISSUER

#### UNITED NATURAL FOODS INC

CIK: **1020859** | IRS No.: **050376157** | State of Incorporation: **DE** | Fiscal Year End: **0802**  
SIC: **5141** Groceries, general line

Mailing Address  
*PO BOX 999  
260 LAKE RD  
DAYVILLE CT 06241*

Business Address  
*PO BOX 999  
260 LAKE RD  
DAYVILLE CT 06241  
8607792800*

### REPORTING OWNER

#### HEFFERNAN JAMES P

CIK: **1240665**  
Type: **4** | Act: **34** | File No.: **001-15723** | Film No.: **071297046**

Mailing Address  
*260 LAKE RD  
DAYVILLE CT 06241*

Business Address  
*C/O UNITED NATURAL  
FOODS INC  
260 LAKE ROAD  
DAYVILLE CT 06241  
8607792800*

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

OMB Number: 3235-0287  
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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

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. Name and Address of Reporting Person <b>HEFFERNAN JAMES P</b>			2. Issuer Name and Ticker or Trading Symbol <b>UNITED NATURAL FOODS INC [UNFI]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>12/06/2007</b>			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
C/O UNITED NATURAL FOODS, INC., 260 LAKE ROAD			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) <b>DAYVILLE, CT 06241</b>								
(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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/06/2007		A		1,064	A	\$ 0	6,256	D	
Restricted Common Stock								3,192	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (right to buy)	\$28.32	12/06/2007		A		2,660		(2)	12/06/2017	Common Stock	2,660	\$28.32 (3)	2,660	D	
Restricted Stock Unit	(4)	12/06/2007		A		3,192		(1)	(1)	Common Stock	3,192	\$ 0	3,192	D	
Restricted Stock Unit	(4)	12/06/2007		M		1,064 (5)		(1)	(1)	Common Stock	1,064	\$ 0	2,128	D	

**Explanation of Responses:**

1. The restricted stock units vest as follows: one-third vested on the date of grant and the remaining two-thirds of the award vest in two equal annual installments beginning on the first anniversary of the date of grant.
2. The stock option vests as follows: one-third vests immediately and the remaining stock options become exercisable in two equal annual installments beginning on the first anniversary of the date of grant.
3. United Natural Foods, Inc.'s closing price on the NASDAQ National Market on December 6, 2007.
4. 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. Heffernan's restricted unit award agreement.
5. Reflects the settlement of restricted stock units granted on December 6, 2007, which vested on the date of grant.

**Signatures**

Lisa N'Chonon (Power of Attorney, in fact)

\*\* Signature of Reporting Person

12/10/2007

Date

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

\* 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).

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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