

UNITED NATURAL FOODS INC
 Form 4
 June 07, 2005

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 *
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)

(Last) (First) (Middle)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O UNITED NATURAL FOODS INC, 260 LAKE ROAD

06/03/2005

President, CEO, COB

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

DAYVILLE, CT 06241

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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/03/2005		M		99,975	A	\$ 12.55	160,169	D	
Common Stock	06/03/2005		S		99,975	D	\$ 32.003	60,194	D	
Common Stock	06/06/2005		M		7,825	A	\$ 12.55	68,019	D	
Common Stock	06/06/2005		S		7,825	D	\$ 31.5256	60,194	D	
Common Stock	06/03/2005		M		3,444	A	\$ 18.655	63,683	D	

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Common Stock	28,154	I <u>(1)</u>	See footnote
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 12.55	06/03/2005		M	99,975	12/03/2004 ⁽²⁾ 12/03/2012	Common Stock	99,975	
Employee Stock Option (right to buy)	\$ 12.55	06/03/2005		M	7,825	12/03/2004 ⁽²⁾ 12/03/2012	Common Stock	7,825	
Employee Stock Option (right to buy)	\$ 18.655	06/03/2005		M	3,444	12/06/2004 ⁽²⁾ 12/06/2010	Common Stock	3,444	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TOWNSEND STEVEN H C/O UNITED NATURAL FOODS INC 260 LAKE ROAD DAYVILLE, CT 06241	X		President, CEO, COB	

Signatures

Mark Shamber (power-of-attorney,
in fact)

06/07/2005

__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).

- Includes (i) 2,929 shares of common stock allocated to Mr. Townsend under the United Natural Foods, Inc. Employee Stock Ownership Plan as of December 31, 2004, (ii) 1,643 shares of common stock allocated to Mr. Townsend under the United Natural Foods, Inc. 401(k) plan's UNFI Stock Fund as of June 3, 2005 and (iii) 23,582 shares of common stock owned by Mr. Townsend's wife and children.
- (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.