

SPINNER STEVEN
Form 4
September 26, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
SPINNER STEVEN

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)

President, CEO & Chairman

C/O UNITED NATURAL FOODS, INC., 313 IRON HORSE WAY

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

(Street)
PROVIDENCE, RI 02908

(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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|--------------|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock | 09/24/2018 | | A ⁽¹⁾ | 5,055 | A | \$ 0 | 126,066 | D |
| Common Stock | 09/24/2018 | | A ⁽²⁾ | 27,419 | A | \$ 0 | 153,485 | D |
| Common Stock | 09/24/2018 | | M ⁽³⁾ | 937 | A | \$ 0 | 154,422 | D |
| Common Stock | 09/24/2018 | | F | 15,661 | D | \$ 31.84 | 138,761 | D |
| Common Stock | | | | | | | 651 | I |
| | | | | | | | | See footnote |

(4)

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 (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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Vested Performance Units | (3) | 09/24/2018 | | A(3) | 27,419 | (3) (3) | Vested Performance Units | 27,419 |
| Vested Performance Units | (3) | 09/24/2018 | | M | 937 | (3) (3) | Vested Performance Units | 937 |
| Restricted Stock Unit | (5) | 09/25/2018 | | A | 53,630 | (5) (5) | Common Stock | 53,630 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SPINNER STEVEN C/O UNITED NATURAL FOODS, INC. 313 IRON HORSE WAY PROVIDENCE, RI 02908 | X | | President, CEO & Chairman | |

Signatures

Joseph McGrail, Power-of-Attorney, in fact 09/26/2018

**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) Received as a result of vesting of performance units granted September 21, 2016.

(2) Received as a result of vesting of performance units granted October 27, 2016.

Represent performance units granted on October 27, 2016 that vested on September 24, 2018 but are not payable to the reporting person

(3) until the termination of the reporting person's employment with the Company or, if earlier, immediately prior to consummation of a change in control of the Company. 937 shares are being converted to common stock to pay the withholding taxes.

(4) Includes 651 shares of common stock allocated to the reporting person under the United Natural Foods, Inc. 401(k) Plan's UNFI Stock Fund as of September 24, 2018.

Each restricted stock unit represents the right to receive one share of United Natural Foods, Inc. common stock upon vesting in

(5) accordance with the terms of the reporting person's restricted stock unit agreement. The restricted stock units vest in four equal annual installments beginning on the first 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.