

UNITED NATURAL FOODS INC

Form 4/A

March 10, 2006

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

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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HEFFERNAN JAMES P**

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)

03/02/2006

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

**C/O UNITED NATURAL FOODS  
INC, 260 LAKE ROAD**

(Street)

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
03/06/2006

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

DAYVILLE, CT 06241

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                             |
| Common<br>Stock                       | 03/02/2006                              |                                                             | M                                    |                                                                         | 18,000                                                                                                             | A                                                                       | \$ 7.75                                                           |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | 23,192                                                            |
| Common<br>Stock                       | 03/02/2006                              |                                                             | M                                    |                                                                         | 24,000                                                                                                             | A                                                                       | \$ 11.4                                                           |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | 47,192                                                            |
| Common<br>Stock                       | 03/02/2006                              |                                                             | S                                    |                                                                         | 42,000                                                                                                             | D                                                                       | \$ 33.9804                                                        |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | 5,192 <sup>(1)</sup>                                              |

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**

SEC 1474  
(9-02)

**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. 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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Employee Stock Option (right to buy)       | \$ 7.75                                                | 03/02/2006                           |                                                    | M                              | 18,000                                                                                  | 12/06/2001 12/06/2010                                    | Common Stock 18,000                                           |
| Employee Stock Option (right to buy)       | \$ 11.4                                                | 03/02/2006                           |                                                    | M                              | 24,000                                                                                  | 12/03/2002 12/03/2011                                    | Common Stock 24,000                                           |

## Reporting Owners

| Reporting Owner Name / Address                                                           | Relationships                    |
|------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                          | Director 10% Owner Officer Other |
| HEFFERNAN JAMES P<br>C/O UNITED NATURAL FOODS INC<br>260 LAKE ROAD<br>DAYVILLE, CT 06241 | X                                |

## Signatures

Mark Shamber (Power of Attorney, in fact) 03/10/2006

\_\_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).

On March 6, 2006, it was erroneously reported that Mr. Barker had no securities beneficially owned. The revised amount represents (i) (1) 3,064 shares of common stock owed by Mr. Barker and (ii) 2,128 shares of restricted stock vesting in two equal installments beginning on December 8, 2006.

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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