

ANTONELLI RICHARD
Form 4
January 05, 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 *
ANTONELLI RICHARD

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 United Distribution

C/O UNITED NATURAL FOODS INC, 260 LAKE ROAD

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)

DAYVILLE, CT 06241

(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 Ownership (Instr. 4)
				Code	V	Amount			
Common Stock	01/03/2005		M			10,010		D	
Common Stock	01/03/2005		M			12,500		D	
Common Stock	01/03/2005		M			22,500		D	
Common Stock	01/03/2005		M			35,000		D	
Common Stock	01/03/2005		S			25,000		D	

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Common Stock	01/03/2005	S	7,000	D	\$ 30.41	18,000	D	
Common Stock	01/03/2005	S	8,000	D	\$ 30.93	10,000	D	
Common Stock	01/03/2005	S	10,000	D	\$ 30.97	0	D	
Common Stock						1,740	I	See footnote (1)

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	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 9.99	01/03/2005		M	10,010	09/16/2004 ⁽²⁾	09/16/2012	Common Stock	10,010
Employee Stock Option (right to buy)	\$ 9.99	01/03/2005		M	2,490	09/16/2004 ⁽²⁾	09/16/2012	Common Stock	2,490
Employee Stock Option (right to buy)	\$ 12.55	01/03/2005		M	10,000	12/03/2004 ⁽²⁾	12/03/2012	Common Stock	10,000
Employee Stock	\$ 18.655	01/03/2005		M	12,500	12/03/2004 ⁽²⁾	12/03/2013	Common Stock	12,500

Option
(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ANTONELLI RICHARD C/O UNITED NATURAL FOODS INC 260 LAKE ROAD DAYVILLE, CT 06241	X		President United Distribution	

Signatures

Mark Shamber (Power of Attorney,
in fact) 01/05/2005

__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).

- (1) Includes 1,740 shares of common stock allocated to Mr. Antonelli under the United Natural Foods, Inc Employee Stock Ownership Plan as of December 31, 2004.
- (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.

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