

Shamber Mark
Form 3
August 09, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *

Shamber Mark
(Last) (First) (Middle)

260 LAKE ROAD, P.O. BOX 999

(Street)

DAYVILLE, CT 06241

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
08/01/2005

3. Issuer Name and Ticker or Trading Symbol
UNITED NATURAL FOODS INC [UNFI]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
VP and Corporate Controller

5. 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

Common Stock

2. Amount of Securities Beneficially Owned (Instr. 4)

216

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

I

4. Nature of Indirect Beneficial Ownership (Instr. 5)

By 401(k) Plan

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|-----------|----------------------------|---|
| Employee Stock Option (right to buy) | 06/23/2005 | 06/23/2013 | Common Stock | 3,750 | \$ 13.73 | D | Â |
| Employee Stock Option (right to buy) | Â (1) | 06/23/2013 | Common Stock | 7,500 | \$ 13.73 | D | Â |
| Employee Stock Option (right to buy) | Â (2) | 12/03/2013 | Common Stock | 11,250 | \$ 18.655 | D | Â |
| Employee Stock Option (right to buy) | Â (3) | 12/01/2014 | Common Stock | 10,000 | \$ 28.14 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Shamber Mark 260 LAKE ROAD P.O. BOX 999 DAYVILLE,Â CTÂ 06241 | Â | Â | Â VP and Corporate Controller | Â |

Signatures

Mark E. Shamber 08/09/2005

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) The employee stock option vests in two equal annual installments commencing on June 23, 2006.
 - (2) The employee stock option vests in three equal annual installments commencing on December 3, 2005.
- The employee stock options were granted under the Company's 1996 Stock Option Plan on December 1, 2004, and vest immediately.
- (3) Shares of common stock obtained through the exercise of options under this grant become eligible to be sold in four equal annual installments, beginning on the first anniversary of the grant date.

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.