

GLENN GARY ANDREW
Form 4
March 24, 2008

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 *
GLENN GARY ANDREW

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)
260 LAKE ROAD, PO BOX 999

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/21/2007

____ Director
____ Officer (give title below) 10% Owner
____ Other (specify below)
Former VP of IT

DAYVILLE, CT 06241

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 12/21/2007 | | M | 2,500 D \$ 28.14 | 9,322 | D | |
| Common Stock | 12/21/2007 | | S | 2,500 D \$ 30.05 | 6,822 | D | |
| Common Stock | 01/11/2008 | | F | 1,241 D 15.83 | 5,581 | D | |
| Common Stock | 03/20/2008 | | S | 1,300 D \$ 15.83 | 4,281 | D | |
| Common Stock | 03/20/2008 | | S | 1,881 D \$ 15.82 | 2,400 | D | |

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| | | | |
|-----------------|-------|---|--------------------------------|
| Common Stock | 2,596 | I | See footnote. <u>(2)</u> |
|-----------------|-------|---|--------------------------------|

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.

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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 Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Option (right to buy) | \$ 28.14 | 12/21/2007 | | M | 2,500 | 12/01/2004 04/11/2008 | Common Stock | 2,500 | |
| Employee Stock Option (right to buy) | \$ 25.37 | | | | | 01/11/2008 04/11/2008 | Common Stock | 2,000 | |
| Employee Stock Option (right to buy) | \$ 36.6 | | | | | 12/07/2007 04/11/2008 | Common Stock | 1,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------|---------------|-----------|---------|-----------------|
| | Director | 10% Owner | Officer | Other |
| GLENN GARY ANDREW 260 LAKE ROAD | | | | Former VP of IT |

PO BOX 999
DAYVILLE, CT 06241

Signatures

/s/ Lisa N'Chonon (Power of Attorney,
in fact)

03/24/2008

__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 January 11, 2008, an aggregate of 6,000 shares of United Natural Foods, Inc. (the "Company") restricted common stock vested (from
- (1) restricted stock grants dated December 8, 2005 and December 7, 2006). On January 11, 2008, the Company withheld 1,241 shares of such restricted common stock to satisfy certain tax withholding obligations of Mr. Glenn in connection with the vesting of such 6,000 shares.
 - (2) Includes 2,596 shares of common stock allocated to Mr. Glenn under the United Natural Foods, Inc. Employee Stock Ownership Plan as of March 24, 2008.

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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