

CROATTI RONALD D
Form 4
April 07, 2010

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 *
CROATTI RONALD D

(Last) (First) (Middle)

C/O UNIFIRST CORPORATION, 68 JONSPIN ROAD

(Street)

WILMINGTON, MA 01887

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
UNIFIRST CORP [UNF]

3. Date of Earliest Transaction (Month/Day/Year)
04/05/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

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 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 | (A) or (D) | Price |
| Class B Common Stock | | | | | 132,792 ⁽¹⁾ | I | By Trust |
| Class B Common Stock | | | | | 1,021,748 ⁽²⁾ | I | By Partnership |
| Class B Common Stock | 04/05/2010 | | J | | 218,267 ⁽³⁾ | D | \$ 0 |
| | | | | | 1,933,885 ⁽⁴⁾ | I | ⁽¹¹⁾ |
| Class B Common Stock | 04/05/2010 | | J | | 218,267 | A | \$ 254,374 ⁽⁶⁾ |

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| | | | | | | | | |
|----------------------|------------|---|----------------|---|----------|-------------|---|----------|
| Common Stock | | | (5) | | 51.49 | | | |
| Common Stock | 04/05/2010 | A | 50,000 (7) | A | \$ 0 | 54,200 | D | |
| Common Stock | 04/05/2010 | A | 350,000 (8) | A | \$ 0 | 404,200 | D | |
| Common Stock | 04/05/2010 | J | 250,000 (9) | D | \$ 51.49 | 154,200 | D | |
| Class B Common Stock | 04/05/2010 | J | 250,000 (9) | A | \$ 51.49 | 1,093,528 | D | |
| Class B Common Stock | 04/05/2010 | J | 250,000 (9) | D | \$ 51.49 | 4,374 (6) | I | By Trust |
| Common Stock | 04/05/2010 | J | 250,000 (9) | A | \$ 51.49 | 250,000 (6) | I | By Trust |
| Common Stock | | | | | | 950 (10) | I | By LLC |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

CROATTI RONALD D
C/O UNIFIRST CORPORATION X X President & CEO
68 JONSPIN ROAD
WILMINGTON, MA 01887

Signatures

/s/ Ronald D.
Croatti 04/07/2010

__Signature of Date
Reporting Person

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) Ronald D. Croatti is a trustee of certain trusts, which as of the date of filing this report, each directly owns a portion of these reported securities. Ronald D. Croatti disclaims beneficial ownership of these reported securities, except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that he is the beneficial owner of the securities for purposes of Section 16 or any other purpose.

Represents shares owned directly by The Red Cat Limited Partnership, a 10% beneficial owner of the issuer, and indirectly by each of Red Cat Management Associates, Inc., Ronald D. Croatti and Cynthia Croatti. Red Cat Management Associates, Inc. is the general partner of The Red Cat Limited Partnership. Ronald D. Croatti and Cynthia Croatti are officers, directors and shareholders of Red Cat Management Associates, Inc. Ronald D. Croatti is the beneficiary, but not a trustee, of a trust holding a 49.95% limited partnership interest in The Red Cat Limited Partnership. Each of the aforementioned reporting persons disclaims beneficial ownership of these reported securities, except to the extent of his, her or its pecuniary interest therein, and this report shall not be deemed an admission that such reporting person is the beneficial owner of these securities for purposes of Section 16 or any other purpose.
- (2) Represents a pro rata distribution of Class B Common Stock of the issuer from The Queue Limited Partnership, a ten percent beneficial owner of the issuer, to its partners.

Represents shares owned directly by The Queue Limited Partnership and indirectly by each of Queue Management Associates, Inc., Ronald D. Croatti, Cynthia Croatti and Cecelia Levenstein. Queue Management Associates, Inc. is the general partner of The Queue Limited Partnership. Ronald D. Croatti and Cynthia Croatti are officers, directors and shareholders of Queue Management Associates, Inc., and Cecelia Levenstein is a director and shareholder of Queue Management Associates, Inc. Ronald D. Croatti is a beneficiary, but not a trustee, of a trust holding an approximately 23.6722% limited partnership interest in The Queue Limited Partnership.
- (3) Represents the acquisition of shares of Class B Common Stock of the issuer by The Marie Croatti QTIP Trust in satisfaction of previously contracted indebtedness.
- (4) Represents shares owned directly by The Marie Croatti QTIP Trust, of which Ronald D. Croatti is a trustee. Ronald D. Croatti disclaims beneficial ownership of these reported securities, except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that he is the beneficial owner of these securities for purposes of Section 16 or any other purpose.
- (5) Represents shares of restricted Common Stock granted to Ronald D. Croatti under the UniFirst Corporation 1996 Stock Incentive Plan, which generally vest in equal amounts on each of the first six anniversaries of the grant date, pursuant to a Restricted Stock Award Agreement (the "Restricted Stock Award Agreement") expected to be filed by the issuer with the Securities and Exchange Commission as an exhibit to its Quarterly Report on Form 10-Q on or about April 8, 2010.
- (6) Represents shares of restricted Common Stock granted to Ronald D. Croatti under the UniFirst Corporation 1996 Stock Incentive Plan, which will be earned upon the issuer's achievement of certain performance criteria during certain performance periods as set forth in a Restricted Stock Award Agreement (the "Performance Criteria Restricted Stock Award Agreement") expected to be filed by the issuer with the Securities and Exchange Commission as an exhibit to its Quarterly Report on Form 10-Q on or about April 8, 2010. The shares of restricted Common Stock earned upon achievement of the corporate performance criteria will generally vest in four equal amounts on the third, fourth, fifth and sixth anniversaries of the grant date as set forth in the Performance Criteria Restricted Stock Award Agreement.
- (7) The Marie Croatti QTIP Trust transferred 250,000 shares of Class B Common Stock of the issuer to Ronald D. Croatti in exchange for the transfer by Ronald D. Croatti to The Marie Croatti QTIP Trust of an identical number of shares of Common Stock of the issuer. The restrictions and vesting schedule set forth in footnote 7 above attached to 31,250 shares of Class B Common Stock acquired by Ronald

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D. Croatti, and the restrictions and vesting schedule set forth in footnote 8 above attached to 218,750 shares of Class B Common Stock acquired by Ronald D. Croatti. The shares of Common Stock acquired by The Marie Croatti QTIP Trust are not subject to the restrictions and vesting schedules set forth in footnotes 7 and 8 above in accordance with the terms of the Performance Criteria Restricted Stock Award Agreement and the Restricted Stock Award Agreement governing such shares.

Represents shares owned indirectly by Ronald D. Croatti as the manager of a limited liability company, MMC Trust LLC. Ronald D.

- (10) Croatti disclaims beneficial ownership of these reported securities, except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that he is the beneficial owner of these securities for purposes of Section 16 or any other purpose.

Each of the aforementioned reporting persons disclaims beneficial ownership of these reported securities, except to the extent of his, her

- (11) or its pecuniary interest therein, and this report shall not be deemed an admission that such reporting person is the beneficial owner of these securities for purposes of Section 16 or any other purpose.

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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