

CROATTI RONALD D
Form 4
April 19, 2013

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
68 JONSPIN ROAD

3. Date of Earliest Transaction (Month/Day/Year)
04/19/2013

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

(Street)
WILMINGTON, MA 01887

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 04/19/2013 | | M | 2,100 A \$ 24.35 | 113,957 ⁽¹⁾ | D | |
| Common Stock | 04/19/2013 | | S | 100 D \$ 89.92 | 113,857 ⁽¹⁾ | D | |
| Common Stock | 04/19/2013 | | S | 100 D \$ 89.925 | 113,757 ⁽¹⁾ | D | |
| Common Stock | 04/19/2013 | | S | 138 D \$ 89.94 | 113,619 ⁽¹⁾ | D | |
| Common Stock | 04/19/2013 | | S | 100 D \$ 89.956 | 113,519 ⁽¹⁾ | D | |

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| | | | | | | | | |
|----------------------|------------|---|-----|---|------------|------------------------------|---|----------------|
| Common Stock | 04/19/2013 | S | 62 | D | \$ 89.97 | 113,457 ⁽¹⁾ | D | |
| Common Stock | 04/19/2013 | S | 100 | D | \$ 90.033 | 113,357 ⁽¹⁾ | D | |
| Common Stock | 04/19/2013 | S | 100 | D | \$ 90.038 | 113,257 ⁽¹⁾ | D | |
| Common Stock | 04/19/2013 | S | 100 | D | \$ 90.039 | 113,157 ⁽¹⁾ | D | |
| Common Stock | 04/19/2013 | S | 299 | D | \$ 90.08 | 112,858 ⁽¹⁾ | D | |
| Common Stock | 04/19/2013 | S | 100 | D | \$ 90.082 | 112,758 ⁽¹⁾ | D | |
| Common Stock | 04/19/2013 | S | 301 | D | \$ 90.09 | 112,457 ⁽¹⁾ | D | |
| Common Stock | 04/19/2013 | S | 100 | D | \$ 90.094 | 112,357 ⁽¹⁾ | D | |
| Common Stock | 04/19/2013 | S | 100 | D | \$ 90.0945 | 112,257 ⁽¹⁾ | D | |
| Common Stock | 04/19/2013 | S | 100 | D | \$ 90.11 | 112,157 ⁽¹⁾ | D | |
| Common Stock | 04/19/2013 | S | 100 | D | \$ 90.14 | 112,057 ⁽¹⁾ | D | |
| Common Stock | 04/19/2013 | S | 100 | D | \$ 90.16 | 111,957 ⁽¹⁾ | D | |
| Common Stock | 04/19/2013 | S | 100 | D | \$ 90.18 | 111,857 ⁽¹⁾ | D | |
| Class B Common Stock | | | | | | 1,025,528 ⁽¹⁾ | D | |
| Class B Common Stock | | | | | | 4,374 ⁽⁸⁾ | I | By Trust |
| Class B Common Stock | | | | | | 176,792 ⁽²⁾ | I | By Trust |
| Class B Common Stock | | | | | | 1,021,748 ^{(3) (4)} | I | By Partnership |
| Class B Common Stock | | | | | | 1,933,885 ^{(4) (5)} | I | By Partnership |
| | | | | | | 950 ⁽⁶⁾ | I | By LLC |

Common
Stock

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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Common stock option (right to buy) | \$ 24.35 | 04/19/2013 | | M | 2,100 | ⁽⁹⁾ 11/04/2013 | Common Stock (\$0.10 par value) | 2,100 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CROATTI RONALD D 68 JONSPIN ROAD WILMINGTON, MA 01887 | | X | President and CEO | |

Signatures

/s/ David J. Whitman,
Attorney-in-Fact

04/19/2013

__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) Represents shares owned directly by Ronald D. Croatti.

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(2) 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. Mr. 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.

(3) 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 limited partnership interest in The Red Cat Limited Partnership. Cynthia Croatti is a trustee or beneficiary of certain trusts which hold limited partnership interests in The Red Cat Limited Partnership.

(4) 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.

(5) 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 a limited partnership interest in The Queue Limited Partnership. Cynthia Croatti and Cecelia Levenstein are trustees or beneficiaries of various trusts which hold limited partnership interests in The Queue Limited Partnership.

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

(8) Represents shares owned directly by The Marie Croatti QTIP Trust. Ronald D. Croatti is a trustee of The Marie Croatti QTIP Trust. Mr. 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 Mr. Croatti is the beneficial owner of these securities for purposes of Section 16 or any other purpose.

(9) This stock option became vested and exercisable 100% on the fifth anniversary of the grant date (11/4/2008).

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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