

CROATTI CYNTHIA

Form 4

February 22, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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)

02/22/2011

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 and 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	02/22/2011		S		84 ⁽¹⁾	D \$ 57.24	203,916 ⁽²⁾ I By Trust
Common Stock	02/22/2011		S		916 ⁽¹⁾	D \$ 57.25	203,000 ⁽²⁾ I By Trust
Common Stock	02/22/2011		S		200 ⁽¹⁾	D \$ 56.8575	202,800 ⁽²⁾ I By Trust
Common Stock	02/22/2011		S		555 ⁽¹⁾	D \$ 56.8501	202,245 ⁽²⁾ I By Trust
Common Stock	02/22/2011		S		245 ⁽¹⁾	D \$ 56.85	202,000 ⁽²⁾ I By Trust

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Common Stock	02/22/2011	S	600 <u>(1)</u>	D	\$ 56.8525	201,400 <u>(2)</u>	I	By Trust
Common Stock	02/22/2011	S	400 <u>(1)</u>	D	\$ 56.851	201,000 <u>(2)</u>	I	By Trust
Common Stock	02/22/2011	S	200 <u>(1)</u>	D	\$ 56.87	200,800 <u>(2)</u>	I	By Trust
Common Stock	02/22/2011	S	300 <u>(1)</u>	D	\$ 56.8601	200,500 <u>(2)</u>	I	By Trust
Common Stock	02/22/2011	S	500 <u>(1)</u>	D	\$ 56.86	200,000 <u>(2)</u>	I	By Trust
Class B Common Stock						4,374 <u>(2)</u>	I	By Trust
Class B Common Stock						132,792 <u>(3)</u>	I	By Trust
Class B Common Stock						1,021,748 <u>(4) (5)</u>	I	By Partnership
Class B Common Stock						1,933,885 <u>(5) (6)</u>	I	By Partnership
Common Stock						154,200 <u>(7)</u>	D	
Class B Common Stock						1,093,528 <u>(7)</u>	D	
Common Stock						950 <u>(8)</u>	I	By LLC
Common Stock						68,534 <u>(9)</u>	I	By LLC
Class B Common Stock						48,000 <u>(10)</u>	I	By Trust
Common Stock						12,000 <u>(11)</u>	I	By Trust
Class B Common Stock						9,574 <u>(12)</u>	I	By Trust

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

SEC 1474
(9-02)

displays a currently valid OMB control number.

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 Beneficially Owned Following Reported Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CROATTI RONALD D C/O UNIFIRST CORPORATION 68 JONSPIN ROAD WILMINGTON, MA 01887	X	X	President and CEO	
CROATTI CYNTHIA C/O UNIFIRST CORPORATION 68 JONSPIN ROAD WILMINGTON, MA 01887	X	X	Executive VP and Treasurer	

Signatures

/s/ David Whitman,
Attorney-in-Fact

02/22/2011

__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 sold by The Marie Croatti QTIP Trust pursuant to a Rule 10b5-1 sales plan. Ronald D. Croatti and Cynthia Croatti are trustees of The Marie Croatti QTIP Trust. Ronald D. Croatti and Cynthia Croatti disclaim beneficial ownership of these reported securities, except to the extent of each individual's pecuniary interest therein, and this report shall not be deemed an admission that either of such individuals is the beneficial owner of these securities for purposes of Section 16 or any other purpose.

(2)

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Represents shares owned directly by The Marie Croatti QTIP Trust. Ronald D. Croatti and Cynthia Croatti are trustees of The Marie Croatti QTIP Trust. Ronald D. Croatti and Cynthia Croatti disclaim beneficial ownership of these reported securities, except to the extent of each individual's pecuniary interest therein, and this report shall not be deemed an admission that either of such individuals is the beneficial owner of these securities for purposes of Section 16 or any other purpose.

- (3) 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.

- (4) 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.

- (5) 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.

- (6) 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.

- (7) Represents shares owned directly by Ronald D. Croatti.

- (8) 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.

- (9) Cynthia Croatti is the manager of Trilogy Investment Partners LLC, which as of the date of filing this report, directly owns the reported securities. Cynthia Croatti disclaims beneficial ownership of these reported securities, except to the extent of her pecuniary interest therein, and this report shall not be deemed an admission that she is the beneficial owner of the securities for purposes of Section 16 or any other purpose.

- (10) Cynthia Croatti is a trustee of The Samuel E. Brown Gallo Trust - 1989 and The Nicholas C. Brown Gallo Trust - 1989, which as of the date of filing this report, each directly owns a portion of these reported securities. Cynthia Croatti disclaims beneficial ownership of these reported securities, except to the extent of her pecuniary interest therein, and this report shall not be deemed an admission that she is the beneficial owner of the securities for purposes of Section 16 or any other purpose.

- (11) Cynthia Croatti is a trustee of The Monica Levenstein Gallo Trust - 1989, which as of the date of filing this report, directly owns the reported securities. Cynthia Croatti disclaims beneficial ownership of these reported securities, except to the extent of her pecuniary interest therein, and this report shall not be deemed an admission that she is the beneficial owner of the securities for purposes of Section 16 or any other purpose.

- (12) Cynthia Croatti is a trustee of The Ronald D. Croatti Non-GST Trust - 2006, which as of the date of filing this report, directly owns the reported securities. Cynthia Croatti disclaims beneficial ownership of these reported securities, except to the extent of her pecuniary interest therein, and this report shall not be deemed an admission that she 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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