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

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name ar	2. Issuer Name and Ticker or Trading Symbol UNIFI INC [UFI]										ck all applic Directo	10% Owner			ner				
(Last) (First) (Middle) 5938 TARLETON DRIVE					3. Date of Earliest Transaction (Month/Day/Year) 06/28/2004										X Officer (give title Other (specify below) VP Sec & General Counsel				
(Street) OAK RIDGE NC 27310				4. If Amendment, Date of Original Filed (Month/Day/Year)									Line?	Individual or Joint/Group Filing (Check Applicable e) X Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City) (State) (Zip)																			
Table I - Non-Deriva 1. Title of Security (Instr. 3) 2. Transa Date (Month/D						2A. Deem			3. Transacti Code (Ins	3. Transaction Code (Instr.		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4			5. Amour Securitie Beneficia Owned Fe Reported	nt of s ally ollowing	Form (D) o	: Direct r Indirect str. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
									Code	.	Amount	(A) or (D)		rice	Transacti (Instr. 3 a	ion(s)		`	
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 Da if any (Month/Day/Y	Co	ansactic	on of De Se Ac (A) Dis	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisal Expiration Date (Month/Day/Year			7. Title and Amo of Securities Underlying Derivative Secur (Instr. 3 and 4)			8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	ily	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
				Co	ode V	(A))	(D)	Date Exercisable	Ex Da	piration ate	Title	Amo or Nun of Sha						
Stock Options (Right to Buy)	\$2.76	06/28/2004		I	A	33,	,333		06/28/2004	06	5/28/2014	Common Stock	33,	333	\$0	33,333	3	D	
Stock Options (Right to Buy)	\$2.76	06/28/2004		I	A	33,	,333		06/28/2005	06	5/28/2014	Common Stock	33,	333	\$0	66,666	5	D	
Stock Options (Right to	\$2.76	06/28/2004		I	A	33,	,334		06/28/2006	06	5/28/2014	Common Stock	33,	334	\$0	100,00	0	D	

Explanation of Responses:

/s/ Charles F. McCov

06/29/2004

** Signature of Reporting Person

Date

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

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

 $^{^{\}star}$ 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).