

CROATTI MARIE

Form 4

January 03, 2005

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 MARIE

(Last) (First) (Middle)

**68 JONSPIN ROAD, C/O
UNIFIRST CORP**

(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)

12/21/2004

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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	12/21/2004		J ⁽¹⁾		950	D \$ 27.35 <u>(1)</u>	1,600	I	By Trust ⁽²⁾
Class B Common Stock							217,584	I	By Trust ⁽²⁾
Class B Common Stock							2,600,000	I	By general partnership, trust and limited partnership ⁽³⁾

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Class B Common Stock	2,624,060	I	By Estate and Trust ⁽⁴⁾
Common Stock	43,592	I	By Estate ⁽⁴⁾
Class B Common Stock	2,600,000	I	By Trust ⁽⁵⁾
Common Stock	2,000	D	
Class B Common Stock	940,172	D	

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				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 MARIE 68 JONSPIN ROAD C/O UNIFIRST CORP WILMINGTON, MA 01887	X

Signatures

Marie Croatti, by power of
attorney

01/03/2005

__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) The underlying shares of common stock were previously directly held by the Melissa Marie Croatti Trust - 1990, of which the reporting person is a trustee. The underlying shares were transferred to MMC Trust LLC in exchange for limited liability company interests in MMC Trust LLC. The price reflected in column 4 reflects the closing price for UniFirst common stock on the date of transfer.

(2) The reporting person is a trustee for the following trusts that directly own the reported securities: The Matthew C. Croatti Gallo Trust - 1989; The Melissa Marie Croatti Gallo Trust - 1989; and The Matthew Croatti Trust - 1985. The reporting person disclaims beneficial ownership of the reported securities, except to the extent of her pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or any other purpose.

(3) The reporting person is an officer, director and shareholder of Croatti Management Associates, Inc., the general partner of The Croatti Family Limited Partnership. The reporting person is also a trustee to seven trusts which hold all of the limited partnership interests in The Croatti Family Limited Partnership. The Croatti Family Limited Partnership directly owns the reported securities. The reporting person disclaims beneficial ownership of the reported securities, except to the extent of her pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or any other purpose.

(4) The reporting person is the executrix of the estate of her deceased husband, which is the direct owner of the reported securities. The reporting person disclaims beneficial ownership of the reported securities, except to the extent of her pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or any other purpose.

(5) The reporting person is a trustee and beneficiary of the Marie Croatti QTIP Trust, which is the direct owner of the reported securities. The reporting person disclaims beneficial ownership of the reported securities, except to the extent of her pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the 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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