

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

**FORM S-3**  
**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF  
1933**

**UNIFIRST CORPORATION**  
(Exact name of registrant as specified in its charter)

**Massachusetts**  
(State or Other Jurisdiction of Incorporation  
or Organization)

**04-2103460**  
(I.R.S. Employer Identification No.)

**68 Jonspin Road  
Wilmington, Massachusetts 01887  
(978) 658-8888**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Ronald D. Croatti  
President and Chief Executive Officer  
UniFirst Corporation  
68 Jonspin Road  
Wilmington, Massachusetts 01887  
(978) 658-8888**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Raymond C. Zemlin  
Goodwin Procter LLP  
Exchange Place  
Boston, Massachusetts 02109  
Tel: (617) 570-1000  
Fax: (617) 523-1231**

**Approximate date of commencement of proposed sale to the public:** From time to time after the effective date of this registration statement, as determined by the registrant.

If the only securities being registered pursuant to this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering. ( 333-134373)

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective statement for the same offering.  \_\_\_\_\_

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective statement for the same offering.  \_\_\_\_\_

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities to be Registered</b>	<b>Amount to be Registered (1) (2)</b>	<b>Proposed Maximum Offering Price Per Unit (3)</b>	<b>Proposed Maximum Aggregate Offering Price (3)</b>	<b>Amount of Registration Fee</b>
Common Stock, \$0.10 par value	300,000	\$31.51	\$9,453,000	\$1,012.00

- (1) In addition to shares of the registrant's Common Stock being registered hereunder, the registrant is also registering an indeterminable number of additional shares of the registrant's Common Stock, pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), that may be issued to prevent dilution resulting from stock splits, stock dividends or similar transactions affecting the shares being offered.
- (2) The 300,000 shares of Common Stock being registered in this Registration Statement is in addition to the 4,300,000 shares of Common Stock registered pursuant to the registrant's Registration Statement on Form S-3 filed with the Securities and Exchange Commission on May 22, 2006 (File No. 333-134373).
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) under the Securities Act based on the average of the high and low prices of the registrant's Common Stock as reported on the New York Stock Exchange on June 22, 2006.

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**THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE COMMISSION IN ACCORDANCE WITH RULE 462(b) UNDER THE SECURITIES ACT OF 1933.**

#### **EXPLANATORY NOTE**

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"), and General Instruction IV of Form S-3. The contents of the Registration Statement on Form S-3 (File No. 333-134373) filed by UniFirst Corporation (the "Company") with the Securities and Exchange Commission (the "Commission") on May 22, 2006 pursuant to the Securities Act, which was declared effective by the Commission on June 13, 2006, is incorporated by reference into this Registration Statement.

The Company hereby certifies to the Commission that it (i) has instructed its bank to transmit to the Commission the filing fee set forth on the cover page of this Registration Statement by a wire transfer of such amount to the Commission's account as soon as practicable (but no later than the close of business on June 29, 2006), (ii) will not revoke such instructions, (iii) has sufficient funds in the relevant account to cover the amount of such filing fee and (iv) will confirm receipt of such instructions by its bank during the bank's regular business hours no later than June 29, 2006.

The required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in Wilmington, Massachusetts, on June 29, 2006.

UNIFIRST CORPORATION

By: /s/ Ronald D. Croatti  
Ronald D. Croatti  
President and Chief Executive Officer (Principal  
Executive officer)

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the date indicated.

NAME	TITLE	DATE
<u>/s/ Ronald D. Croatti</u> Ronald D. Croatti	President and Chief Executive Officer (Principal Executive Officer and Director)	June 29, 2006
<u>/s/ John B. Bartlett</u> John B. Bartlett	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	June 29, 2006
* <u>Albert Cohen</u>	Director	June 29, 2006
* <u>Phillip L. Cohen</u>	Director	June 29, 2006
* <u>Robert F. Collings</u>	Director	June 29, 2006
* <u>Cynthia Croatti</u>	Director	June 29, 2006
* <u>Anthony F. DiFillippo</u>	Director	June 29, 2006
* <u>Donald J. Evans</u>	Director	June 29, 2006
* <u>Lawrence Pugh</u>	Director	June 29, 2006

\* Pursuant to Power of Attorney

By: /s/ Ronald D. Croatti  
Ronald D. Croatti  
Attorney-in-fact

## EXHIBIT INDEX

<b><u>Number</u></b>	<b><u>Description</u></b>
5.1*	Opinion of Goodwin Procter LLP
23.1*	Consent of Goodwin Procter LLP (included in Exhibit 5.1)
23.2*	Consent of Ernst & Young LLP
24.1	Power of Attorney (incorporated herein by reference to Exhibit 24.1 to the Registration Statement on Form S-3 of UniFirst Corporation filed on May 22, 2006 (Registration No. 333-134373))

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\* Filed herewith.

June 29, 2006

UniFirst Corporation  
68 Jonspin Road  
Wilmington, MA 01887

Re: Securities Being Registered Under Registration Statement on Form S-3

Ladies and Gentlemen:

We have acted as counsel for UniFirst Corporation, a Massachusetts corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") of (i) a Registration Statement on Form S-3, Registration No. 333-134373 (the "Initial Registration Statement"), and (ii) a second Registration Statement on Form S-3 to be filed pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended (the "462(b) Registration Statement", and together with the Initial Registration Statement, the "Registration Statement"). This opinion letter is furnished to you in connection with your filing of the 462(b) Registration Statement, pursuant to which the Company is registering 300,000 of its shares (the "Shares") of common stock, \$0.10 par value per share. Any portion of the Shares may be sold by the Company or by certain selling stockholders referred to in the Registration Statement under "Selling Stockholders".

For purposes of the opinion expressed below, we have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinions expressed below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinions set forth below, on certificates and statements of officers or representatives of the Company.

The opinion expressed below is limited to the Massachusetts Business Corporation Act (which includes applicable provisions of the Constitution of the Commonwealth of Massachusetts and reported judicial decisions interpreting the Massachusetts Business Corporation Act and the Constitution of the Commonwealth of Massachusetts).

Based on the foregoing, we are of the opinion that the Shares have been duly authorized, and (i) in the case of Shares which have been issued and delivered, are validly issued, fully paid and non-assessable, and (ii) in the case of Shares which have not been issued and delivered as of the date hereof, upon issuance and delivery, against payment therefor as described in the Registration Statement, will be validly issued, fully paid and non-assessable.

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement and to the references to our firm under the caption "Legal Matters" in the Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ GOODWIN PROCTER LLP  
GOODWIN PROCTER LLP

**Consent of Independent Registered Public Accounting Firm**

We consent to the reference to our firm under the caption ""Experts"" in the Registration Statement (Form S-3) and related Prospectus of UniFirst Corporation for the registration of 300,000 shares of its common stock and to the incorporation by reference therein of our reports dated November 10, 2005, with respect to the consolidated financial statements and schedule of UniFirst Corporation, UniFirst Corporation management's assessment of the effectiveness of internal control over financial reporting, and the effectiveness of internal control over financial reporting of UniFirst Corporation, included in its Annual Report (Form 10-K) for the year ended August 27, 2005, filed with the Securities and Exchange Commission.

/S/ ERNST & YOUNG LLP

Boston, Massachusetts  
June 23, 2006