

WILD OATS MARKETS INC
Form 4
August 30, 2007

FORM 4

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

OMB APPROVAL

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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 *
BELL STACEY J

2. Issuer Name and Ticker or Trading Symbol
WILD OATS MARKETS INC
[OATS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
08/28/2007

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

56 AMHERST ROAD

(Street)

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

BELMONT, MA 02478

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

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

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SEC 1474 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0	08/28/2007	D			226	<u>(1)</u>	02/10/2017	Common Stock	226	
Restricted Stock Units	\$ 0	08/28/2007	D			149	<u>(1)</u>	02/15/2017	Common Stock	149	
Restricted Stock Units	\$ 0	08/28/2007	D			42	<u>(1)</u>	02/16/2017	Common Stock	42	
Restricted Stock Units	\$ 0	08/28/2007	D			42	<u>(1)</u>	02/16/2017	Common Stock	42	
Option for Common Stock	\$ 7.02	08/28/2007	D			2,421	<u>(2)</u>	01/30/2013	Common Stock	2,421	
Option for Common Stock	\$ 8.26	08/28/2007	D			20,000	<u>(2)</u>	01/30/2013	Common Stock	20,000	
Option for Common Stock	\$ 8.87	08/28/2007	D			1,918	<u>(2)</u>	10/29/2013	Common Stock	1,918	
Option for Common Stock	\$ 8.93	08/28/2007	D			1,905	<u>(2)</u>	07/31/2013	Common Stock	1,905	
Option for Common Stock	\$ 9.18	08/28/2007	D			1,852	<u>(2)</u>	05/06/2013	Common Stock	1,852	
Option for Common Stock	\$ 10.8	08/28/2007	D			394	<u>(2)</u>	03/08/2014	Common Stock	394	
Option for Common Stock	\$ 10.96	08/28/2007	D			10,000	<u>(2)</u>	06/23/2013	Common Stock	10,000	
Option for Common Stock	\$ 11.02	08/28/2007	D			1,542	<u>(2)</u>	01/29/2014	Common Stock	1,542	

Option for Common Stock	\$ 11.15	08/28/2007	D	381	(2)	01/22/2014	Common Stock	381
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BELL STACEY J 56 AMHERST ROAD BELMONT, MA 02478		X		

Signatures

/s/ Tony Engel, as Attorney-in-Fact for Stacey J. Bell	08/30/2007
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__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).

Pursuant to the Agreement and Plan of Merger, dated as of February 21, 2007 (the "Merger Agreement"), by and among the Issuer, (1) Whole Foods Market, Inc. and WFMI Merger Co., each Restricted Stock Unit was converted automatically into the right to receive the per share offer price of \$18.50, net to the seller in cash (the "Offer Price").

(2) Pursuant to the Merger Agreement, immediately prior to the Purchase Time (as defined in the Merger Agreement), each outstanding option to purchase shares of common stock of Issuer, whether or not then exercisable or vested, was cancelled in exchange for the right to receive an amount in cash in respect thereof equal to the product of (x) the excess, if any, of the Offer Price over the exercise price thereof and (y) the number of shares of common stock of Issuer subject thereto.

Remarks:

This is the second of two Forms filed by the reporting person on the same date.

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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