

WILD OATS MARKETS INC

Form 4

August 30, 2007

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 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

(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)
56 AMHERST ROAD
 (Street)

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

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

BELMONT, MA 02478

(City) (State) (Zip)

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

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	(D)	Price

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)	8. 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			268	<u>(1)</u>	05/07/2014	Common Stock	268
Restricted Stock Units	\$ 0	08/28/2007	D			4,000	<u>(1)</u>	05/07/2014	Common Stock	4,000
Restricted Stock Units	\$ 0	08/28/2007	D			276	<u>(1)</u>	07/29/2014	Common Stock	276
Restricted Stock Units	\$ 0	08/28/2007	D			552	<u>(1)</u>	11/03/2014	Common Stock	552
Restricted Stock Units	\$ 0	08/28/2007	D			423	<u>(1)</u>	12/15/2014	Common Stock	423
Restricted Stock Units	\$ 0	08/28/2007	D			484	<u>(1)</u>	02/18/2015	Common Stock	484
Restricted Stock Units	\$ 0	08/28/2007	D			320	<u>(1)</u>	05/04/2015	Common Stock	320
Restricted Stock Units	\$ 0	08/28/2007	D			4,000	<u>(1)</u>	05/04/2015	Common Stock	4,000
Restricted Stock Units	\$ 0	08/28/2007	D			297	<u>(1)</u>	07/06/2015	Common Stock	297
Restricted Stock Units	\$ 0	08/28/2007	D			257	<u>(1)</u>	07/26/2015	Common Stock	257
Restricted Stock Units	\$ 0	08/28/2007	D			310	<u>(1)</u>	10/27/2015	Common Stock	310
Restricted Stock	\$ 0	08/28/2007	D			238	<u>(1)</u>	02/08/2016	Common Stock	238

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Units									
Restricted Stock Units	\$ 0	08/28/2007	D	200	<u>(1)</u>	05/02/2016	Common Stock	200	
Restricted Stock Units	\$ 0	08/28/2007	D	4,000	<u>(1)</u>	05/02/2016	Common Stock	4,000	
Restricted Stock Units	\$ 0	08/28/2007	D	189	<u>(1)</u>	07/27/2016	Common Stock	189	
Restricted Stock Units	\$ 0	08/28/2007	D	209	<u>(1)</u>	08/30/2016	Common Stock	209	
Restricted Stock Units	\$ 0	08/28/2007	D	865	<u>(1)</u>	08/30/2016	Common Stock	865	
Restricted Stock Units	\$ 0	08/28/2007	D	25	<u>(1)</u>	09/29/2016	Common Stock	25	
Restricted Stock Units	\$ 0	08/28/2007	D	25	<u>(1)</u>	09/29/2016	Common Stock	25	
Restricted Stock Units	\$ 0	08/28/2007	D	197	<u>(1)</u>	10/19/2016	Common Stock	197	
Restricted Stock Units	\$ 0	08/28/2007	D	129	<u>(1)</u>	10/25/2016	Common Stock	129	
Restricted Stock Units	\$ 0	08/28/2007	D	129	<u>(1)</u>	10/26/2016	Common Stock	129	
Restricted Stock Units	\$ 0	08/28/2007	D	193	<u>(1)</u>	10/26/2016	Common Stock	193	
Restricted Stock Units	\$ 0	08/28/2007	D	234	<u>(1)</u>	11/13/2016	Common Stock	234	
Restricted Stock Units	\$ 0	08/28/2007	D	243	<u>(1)</u>	12/12/2016	Common Stock	243	
Restricted Stock Units	\$ 0	08/28/2007	D	86	<u>(1)</u>	12/29/2016	Common Stock	86	

Restricted Stock Units	\$ 0	08/28/2007	D	86	<u>(1)</u>	12/29/2016	Common Stock	86
Restricted Stock Units	\$ 0	08/28/2007	D	238	<u>(1)</u>	01/06/2017	Common Stock	238
Restricted Stock Units	\$ 0	08/28/2007	D	243	<u>(1)</u>	01/11/2017	Common Stock	243
Restricted Stock Units	\$ 0	08/28/2007	D	225	<u>(1)</u>	02/08/2017	Common Stock	225

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

__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").

Remarks:

This is the first 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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