

WILD OATS MARKETS INC

Form 4

August 30, 2007

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 *
DEVINE BRIAN K

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)

16025 VIA DEL ALBA

(Street)

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

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

RANCHO SANTA FE, CA 92067

(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)

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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)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V	(A)	(D)			
Option for Common Stock	\$ 5.64	08/28/2007							
			D		2,020	<u>(1)</u>	01/29/2011	Common Stock	2,020
Option for Common Stock	\$ 5.85	08/28/2007							
			D		484	<u>(1)</u>	02/09/2011	Common Stock	484
Option for Common Stock	\$ 5.9	08/28/2007							
			D		480	<u>(1)</u>	03/02/2011	Common Stock	480
Option for Common Stock	\$ 6.67	08/28/2007							
			D		637	<u>(1)</u>	05/03/2011	Common Stock	637
Option for Common Stock	\$ 6.72	08/28/2007							
			D		2,531	<u>(1)</u>	10/29/2011	Common Stock	2,531
Option for Common Stock	\$ 6.75	08/28/2007							
			D		2,519	<u>(1)</u>	05/02/2011	Common Stock	2,519
Option for Common Stock	\$ 6.77	08/28/2007							
			D		627	<u>(1)</u>	05/09/2011	Common Stock	627
Option for Common Stock	\$ 6.88	08/28/2007							
			D		618	<u>(1)</u>	03/08/2011	Common Stock	618
Option for Common Stock	\$ 6.97	08/28/2007							
			D		10,000	<u>(1)</u>	03/07/2011	Common Stock	10,000
Option for	\$ 7.05	08/28/2007							
			D		603	<u>(1)</u>	06/01/2011	Common Stock	603

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Common Stock									
Option for Common Stock	\$ 7.65	08/28/2007	D	556	<u>(1)</u>	02/27/2012	Common Stock	556	
Option for Common Stock	\$ 7.86	08/28/2007	D	541	<u>(1)</u>	03/12/2011	Common Stock	541	
Option for Common Stock	\$ 8.19	08/28/2007	D	1,385	<u>(1)</u>	08/09/2010	Common Stock	1,385	
Option for Common Stock	\$ 8.24	08/28/2007	D	516	<u>(1)</u>	04/10/2013	Common Stock	516	
Option for Common Stock	\$ 8.29	08/28/2007	D	342	<u>(1)</u>	08/10/2010	Common Stock	342	
Option for Common Stock	\$ 8.29	08/28/2007	D	2,052	<u>(1)</u>	08/01/2011	Common Stock	2,052	
Option for Common Stock	\$ 8.53	08/28/2007	D	1,992	<u>(1)</u>	01/30/2012	Common Stock	1,992	
Option for Common Stock	\$ 8.61	08/28/2007	D	329	<u>(1)</u>	05/15/2010	Common Stock	329	
Option for Common Stock	\$ 8.7	08/28/2007	D	488	<u>(1)</u>	08/08/2011	Common Stock	488	
Option for Common Stock	\$ 8.82	08/28/2007	D	321	<u>(1)</u>	05/11/2010	Common Stock	321	
Option for Common	\$ 8.8655	08/28/2007	D	479	<u>(1)</u>	10/29/2013	Common Stock	479	

Stock									
Option for Common Stock	\$ 8.87	08/28/2007	D	1,277	<u>(1)</u>	10/24/2010	Common Stock	1,277	
Option for Common Stock	\$ 8.925	08/28/2007	D	1,905	<u>(1)</u>	07/31/2013	Common Stock	1,905	
Option for Common Stock	\$ 8.93	08/28/2007	D	317	<u>(1)</u>	10/12/2010	Common Stock	317	
Option for Common Stock	\$ 8.98	08/28/2007	D	316	<u>(1)</u>	08/29/2010	Common Stock	316	
Option for Common Stock	\$ 9.18	08/28/2007	D	1,852	<u>(1)</u>	05/06/2013	Common Stock	1,852	
Option for Common Stock	\$ 9.2302	08/28/2007	D	1,842	<u>(1)</u>	05/01/2012	Common Stock	1,842	
Option for Common Stock	\$ 9.5022	08/28/2007	D	447	<u>(1)</u>	07/31/2012	Common Stock	447	
Option for Common Stock	\$ 9.51	08/28/2007	D	298	<u>(1)</u>	09/12/2010	Common Stock	298	
Option for Common Stock	\$ 9.83	08/28/2007	D	288	<u>(1)</u>	09/28/2010	Common Stock	288	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEVINE BRIAN K 16025 VIA DEL ALBA	X			

RANCHO SANTA FE, CA 92067

Signatures

/s/ Tony Engel, as Attorney-in-Fact for Brian K.
Devine

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).
- (1) 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 three 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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