

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 *
 SHIELDS JOHN A

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)

2749 LANDON 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

SHAKER HEIGHTS, OH 44122

(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)
				Code V Amount (D) Price			
Common Stock	08/28/2007		D	44,157 D \$ 18.5	0	D	

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)

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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. 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	4,000	<u>(1)</u> 05/04/2015	Common Stock	4,000
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	136	<u>(1)</u> 08/04/2016	Common Stock	136
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	51	<u>(1)</u> 09/29/2016	Common Stock	51

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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>	10/25/2016	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	144	<u>(1)</u>	11/06/2016	Common Stock	144
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	173	<u>(1)</u>	12/29/2016	Common Stock	173
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	150	<u>(1)</u>	02/07/2017	Common Stock	150
Restricted Stock Units	\$ 0	08/28/2007	D	225	<u>(1)</u>	02/08/2017	Common Stock	225
Restricted Stock	\$ 0	08/28/2007	D	226	<u>(1)</u>	02/10/2017	Common Stock	226

Units									
Restricted Stock Units	\$ 0	08/28/2007		D	85	<u>(1)</u>	02/16/2017	Common Stock	85
Restricted Stock Units	\$ 0	08/28/2007		D	42	<u>(1)</u>	02/16/2017	Common Stock	42
Option for Common Stock	\$ 6.681	08/28/2007		D	636	<u>(2)</u>	02/25/2013	Common Stock	636
Option for Common Stock	\$ 6.88	08/28/2007		D	104	<u>(2)</u>	02/09/2011	Common Stock	104

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHIELDS JOHN A 2749 LANDON ROAD SHAKER HEIGHTS, OH 44122		X		

Signatures

/s/ Tony Engel, as Attorney-in-Fact for John A. Shields 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").

(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 first of four 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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