

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)<br>(Instr. 3, 4, and 5) |           | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
|-------------------------|------------------------------|------------------|------------|---|-----------|------------------|-----------------|--------------|----------------------------|
|                         |                              |                  |            | Code  | V (A) (D) |                  |                 |              |                            |
| 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<br>Common<br>Stock | \$ 11.15 | 08/28/2007 | D | 381 | (2) | 01/22/2014 | Common<br>Stock | 381 |
|-------------------------------|----------|------------|---|-----|-----|------------|-----------------|-----|

## Reporting Owners

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

## Signatures

|   |            |
|---|------------|
| /s/ Tony Engel, as Attorney-in-Fact for Stacey<br>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").

(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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