

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 *
GALLITANO DAVID 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)

19 SOUTHGATE AVENUE

(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

ANNAPOLIS, MD 21401

(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				
Common Stock	08/28/2007		D	V	1,000	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		
				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		70		<u>(1)</u>	05/28/2014	Common Stock	70
Restricted Stock Units	\$ 0	08/28/2007		D		68		<u>(1)</u>	06/30/2014	Common Stock	68
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		76		<u>(1)</u>	07/30/2014	Common Stock	76
Restricted Stock Units	\$ 0	08/28/2007		D		108		<u>(1)</u>	08/31/2014	Common Stock	108
Restricted Stock Units	\$ 0	08/28/2007		D		110		<u>(1)</u>	09/30/2014	Common Stock	110
Restricted Stock Units	\$ 0	08/28/2007		D		157		<u>(1)</u>	10/29/2014	Common Stock	157
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		133		<u>(1)</u>	11/30/2014	Common Stock	133

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Restricted Stock Units	\$ 0	08/28/2007	D	108	<u>(1)</u>	12/31/2014	Common Stock	108
Restricted Stock Units	\$ 0	08/28/2007	D	132	<u>(1)</u>	01/31/2015	Common Stock	132
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	148	<u>(1)</u>	02/28/2015	Common Stock	148
Restricted Stock Units	\$ 0	08/28/2007	D	90	<u>(1)</u>	03/31/2015	Common Stock	90
Restricted Stock Units	\$ 0	08/28/2007	D	94	<u>(1)</u>	04/29/2015	Common Stock	94
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	85	<u>(1)</u>	05/31/2015	Common Stock	85
Restricted Stock Units	\$ 0	08/28/2007	D	83	<u>(1)</u>	06/30/2015	Common Stock	83
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	991	<u>(1)</u>	07/06/2015	Common Stock	991
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	71	<u>(1)</u>	07/29/2015	Common Stock	71
Restricted Stock	\$ 0	08/28/2007	D	173	<u>(1)</u>	08/03/2015	Common Stock	173

Units									
Restricted Stock Units	\$ 0	08/28/2007	D	79	<u>(1)</u>	08/31/2015	Common Stock	79	
Restricted Stock Units	\$ 0	08/28/2007	D	74	<u>(1)</u>	09/30/2015	Common Stock	74	
Restricted Stock Units	\$ 0	08/28/2007	D	310	<u>(1)</u>	10/27/2015	Common Stock	310	
Restricted Stock Units	\$ 0	08/28/2007	D	86	<u>(1)</u>	10/31/2015	Common Stock	86	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GALLITANO DAVID J 19 SOUTHGATE AVENUE ANNAPOLIS, MD 21401			X	

Signatures

/s/ Tony Engel, as Attorney-in-Fact for David J. Gallitano	08/30/2007
<u> </u> 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 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.