

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)
19 SOUTHGATE AVENUE

(Street)

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

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

ANNAPOLIS, MD 21401

(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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				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)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0	08/28/2007	D		79		<u>(1)</u>	11/30/2015	Common Stock	79	
Restricted Stock Units	\$ 0	08/28/2007	D		79		<u>(1)</u>	12/30/2015	Common Stock	79	
Restricted Stock Units	\$ 0	08/28/2007	D		79		<u>(1)</u>	01/31/2016	Common Stock	79	
Restricted Stock Units	\$ 0	08/28/2007	D		238		<u>(1)</u>	02/08/2016	Common Stock	238	
Restricted Stock Units	\$ 0	08/28/2007	D		53		<u>(1)</u>	02/29/2016	Common Stock	53	
Restricted Stock Units	\$ 0	08/28/2007	D		47		<u>(1)</u>	03/31/2016	Common Stock	47	
Restricted Stock Units	\$ 0	08/28/2007	D		55		<u>(1)</u>	04/28/2016	Common Stock	55	
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		60		<u>(1)</u>	05/31/2016	Common Stock	60	
Restricted Stock Units	\$ 0	08/28/2007	D		48		<u>(1)</u>	06/30/2016	Common Stock	48	
Restricted Stock	\$ 0	08/28/2007	D		189		<u>(1)</u>	07/27/2016	Common Stock	189	

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Units									
Restricted Stock Units	\$ 0	08/28/2007	D	53	<u>(1)</u>	07/31/2016	Common Stock	53	
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	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	57	<u>(1)</u>	08/31/2016	Common Stock	57	
Restricted Stock Units	\$ 0	08/28/2007	D	103	<u>(1)</u>	09/29/2016	Common Stock	103	
Restricted Stock Units	\$ 0	08/28/2007	D	51	<u>(1)</u>	09/29/2016	Common Stock	51	
Restricted Stock Units	\$ 0	08/28/2007	D	12	<u>(1)</u>	09/29/2016	Common Stock	12	
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	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	144	<u>(1)</u>	11/06/2016	Common Stock	144	

Restricted Stock Units	\$ 0	08/28/2007	D	234	(1)	11/13/2016	Common Stock	234
Restricted Stock Units	\$ 0	08/28/2007	D	243	(1)	12/12/2016	Common Stock	243
Restricted Stock Units	\$ 0	08/28/2007	D	346	(1)	12/29/2016	Common Stock	346
Restricted Stock Units	\$ 0	08/28/2007	D	173	(1)	12/29/2016	Common Stock	173

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

__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 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. 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.