

WILD OATS MARKETS INC

Form 4

February 03, 2006

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
YUCAIPA AMERICAN
ALLIANCE (PARALLEL) FUND I,
LP

(Last) (First) (Middle)

C/O THE YUCAIPA
COMPANIES, 9130 WEST
SUNSET BLVD

(Street)

LOS ANGELES, CA 90069

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
WILD OATS MARKETS INC
[OATS]

3. Date of Earliest Transaction
(Month/Day/Year)
02/02/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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	(A) or (D)	Price		
Common stock	02/02/2006		P		91,899	A	\$ 12.78	1,546,872	D <u>(1)</u> <u>(2)</u>
Common Stock	02/03/2006		P		233,663	A	\$ 13.5179	1,780,535	D <u>(1)</u> <u>(2)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

YUCAIPA AMERICAN ALLIANCE (PARALLEL) FUND I, LP
C/O THE YUCAIPA COMPANIES
9130 WEST SUNSET BLVD
LOS ANGELES, CA 90069

X

Signatures

ROBERT P.
BERMINGHAM 02/03/2006

__Signature of Reporting Person Date

RONALD W.
BURKLE 02/03/2006

__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) All of the securities covered by this Form 4 are owned directly by Yucaipa American Alliance (Parallel) Fund I, LP ("YAAF Parallel"), but may be deemed to be beneficially owned indirectly by (i) Yucaipa American Alliance Fund I, LLC ("YAAF LLC"), as the general partner of YAAF Parallel, (ii) Yucaipa American Funds, LLC ("YAF"), as the managing member of YAAF LLC, (iii) Yucaipa American Management, LLC ("YAM"), as the managing member of YAF and (ii) Ronald W. Burkle, as managing member of YAM.
- (2) This report shall not be deemed an admission by YAAF LLC, YAF, YAM and/or Mr. Burkle that they are the beneficial owners of the securities for purposes of Section 16 or for any other purpose

Remarks:

Additional Reporting Persons (each a 10% owner to the extent described in footnote 1): (i)Yucaipa American Aliance Fund I, The Yucaipa Companies LLC, 9130 West Sunset Boulevard, Los Angeles, CA 9006; (ii)Yucaipa American Funds, LLC, c/o T

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LLC, 9130 West Sunset Boulevard, Los Angeles, CA 90069; (iii) Yucaipa American Management, LLC, c/o the Yucaipa Companies LLC, 9130 West Sunset Boulevard, Los Angeles, CA 90069; and (iv) Ronald W. Burkle, c/o The Yucaipa Companies LLC, 9130 West Sunset Boulevard, Los Angeles, CA 90069.

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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