

WILD OATS MARKETS INC

Form 4

August 30, 2007

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BRIER FREYA

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)
1821 30TH STREET
(Street)

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

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
Senior VP and General Counsel

BOULDER, CO 80301

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/28/2007		D		10,595	D	\$ 18.5
Restricted Stock	08/28/2007		D		4,167	D	\$ 0

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

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information contained in this form are not
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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option for Common Stock	\$ 6.1	08/28/2007		D		2,499		<u>(1)</u>	02/24/2015	Common Stock	2,499
Option for Common Stock	\$ 6.1	08/28/2007		D		9,501		<u>(1)</u>	02/24/2015	Common Stock	9,501
Option for Common Stock	\$ 9.06	08/28/2007		D		10,000		<u>(1)</u>	05/26/2010	Common Stock	10,000
Option for Common Stock	\$ 9.4	08/28/2007		D		20,912		<u>(1)</u>	08/02/2011	Common Stock	20,912
Option for Common Stock	\$ 9.4	08/28/2007		D		55,231		<u>(1)</u>	08/02/2011	Common Stock	55,231
Option for Common Stock	\$ 11.12	08/28/2007		D		11,666		<u>(1)</u>	09/04/2012	Common Stock	11,666
Option for Common Stock	\$ 11.12	08/28/2007		D		11,667		<u>(1)</u>	09/04/2012	Common Stock	11,667
Option for Common Stock	\$ 12.63	08/28/2007		D		25,000		<u>(1)</u>	02/26/2014	Common Stock	25,000
	\$ 16	08/28/2007		D		645		<u>(1)</u>	12/26/2007		645

Option
for
Common
Stock

Common
Stock

Option
for
Common
Stock

\$ 17.17

08/28/2007

D

7,500

(1)

02/09/2009

Common
Stock

7,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BRIER FREYA 1821 30TH STREET BOULDER, CO 80301	Senior VP and General Counsel

Signatures

/s/ Freya Brier 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).

- (1) Pursuant to the Agreement and Plan of Merger, dated as of February 21, 2007 (the "Merger Agreement"), by and among the Issuer, Whole Foods Market, Inc. and WFMI Merger Co., 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 per share offer price of \$18.50, net to the seller in cash, over the exercise price thereof and (y) the number of shares of common stock of the Issuer subject thereto.

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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