

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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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GALLITANO DAVID J2. 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)

ANNAPOLIS, MD 21401

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
08/28/20074. If Amendment, Date Original
Filed(Month/Day/Year)☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify
below)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 Indirect Beneficial Ownership (Instr. 4)
			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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number.**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)	8. D
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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	<u>(1)</u>	11/13/2016	Common Stock	234
Restricted Stock Units	\$ 0	08/28/2007	D	243	<u>(1)</u>	12/12/2016	Common Stock	243
Restricted Stock Units	\$ 0	08/28/2007	D	346	<u>(1)</u>	12/29/2016	Common Stock	346
Restricted Stock Units	\$ 0	08/28/2007	D	173	<u>(1)</u>	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.

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