

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 *
SHIELDS JOHN A

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)
2749 LANDON ROAD
(Street)

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

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

SHAKER HEIGHTS, OH 44122
(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 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)	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)	8. 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	
Option for Common Stock	\$ 6.97	08/28/2007	D		9,527		<u>(1)</u>	03/07/2011	Common Stock	9,527	
Option for Common Stock	\$ 7.021	08/28/2007	D		2,421		<u>(1)</u>	01/30/2013	Common Stock	2,421	
Option for Common Stock	\$ 7.0465	08/28/2007	D		4,021		<u>(1)</u>	01/31/2013	Common Stock	4,021	
Option for Common Stock	\$ 7.05	08/28/2007	D		603		<u>(1)</u>	06/01/2011	Common Stock	603	
Option for Common Stock	\$ 7.2505	08/28/2007	D		3,908		<u>(1)</u>	02/28/2013	Common Stock	3,908	
Option for Common Stock	\$ 7.65	08/28/2007	D		556		<u>(1)</u>	02/27/2012	Common Stock	556	
Option for Common Stock	\$ 7.7	08/28/2007	D		368		<u>(1)</u>	05/30/2010	Common Stock	368	
Option for Common Stock	\$ 7.72	08/28/2007	D		3,671		<u>(1)</u>	09/30/2012	Common Stock	3,671	
Option for Common Stock	\$ 7.86	08/28/2007	D		541		<u>(1)</u>	03/12/2011	Common Stock	541	

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Option for Common Stock	\$ 7.871	08/28/2007	D	3,600	<u>(1)</u>	03/31/2013	Common Stock	3,600
Option for Common Stock	\$ 8.19	08/28/2007	D	3,461	<u>(1)</u>	08/09/2010	Common Stock	3,461
Option for Common Stock	\$ 8.24	08/28/2007	D	516	<u>(1)</u>	04/10/2013	Common Stock	516
Option for Common Stock	\$ 8.29	08/28/2007	D	342	<u>(1)</u>	08/10/2010	Common Stock	342
Option for Common Stock	\$ 8.29	08/28/2007	D	342	<u>(1)</u>	08/10/2010	Common Stock	342
Option for Common Stock	\$ 8.29	08/28/2007	D	4,104	<u>(1)</u>	08/01/2011	Common Stock	4,104
Option for Common Stock	\$ 8.53	08/28/2007	D	1,992	<u>(1)</u>	01/30/2012	Common Stock	1,992
Option for Common Stock	\$ 8.53	08/28/2007	D	1,992	<u>(1)</u>	01/30/2012	Common Stock	1,992
Option for Common Stock	\$ 8.61	08/28/2007	D	329	<u>(1)</u>	05/15/2010	Common Stock	329
Option for Common Stock	\$ 8.7	08/28/2007	D	488	<u>(1)</u>	08/08/2011	Common Stock	488
Option for Common Stock	\$ 8.772	08/28/2007	D	3,230	<u>(1)</u>	12/31/2012	Common Stock	3,230
	\$ 8.82	08/28/2007	D	321	<u>(1)</u>	05/11/2010		321

Option for Common Stock								Common Stock	
Option for Common Stock	\$ 8.823	08/28/2007	D	3,211	<u>(1)</u>	10/31/2013	Common Stock	3,211	
Option for Common Stock	\$ 8.8655	08/28/2007	D	1,918	<u>(1)</u>	10/29/2013	Common Stock	1,918	
Option for Common Stock	\$ 8.87	08/28/2007	D	3,193	<u>(1)</u>	10/24/2010	Common Stock	3,193	
Option for Common Stock	\$ 8.925	08/28/2007	D	1,905	<u>(1)</u>	07/31/2013	Common Stock	1,905	
Option for Common Stock	\$ 8.925	08/28/2007	D	3,175	<u>(1)</u>	07/31/2013	Common Stock	3,175	
Option for Common Stock	\$ 8.93	08/28/2007	D	317	<u>(1)</u>	10/12/2010	Common Stock	317	
Option for Common Stock	\$ 8.98	08/28/2007	D	316	<u>(1)</u>	08/29/2010	Common Stock	316	
Option for Common Stock	\$ 9.0185	08/28/2007	D	3,142	<u>(1)</u>	05/30/2013	Common Stock	3,142	
Option for Common Stock	\$ 9.078	08/28/2007	D	3,121	<u>(1)</u>	11/29/2012	Common Stock	3,121	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SHIELDS JOHN A
2749 LONDON ROAD X
SHAKER HEIGHTS, OH 44122

Signatures

/s/ Tony Engel, as Attorney-in-Fact for John A.
Shields

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 Merger Agreement, 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 Offer Price over the exercise price thereof and (y) the number of shares of common stock of Issuer subject thereto.

Remarks:

This is the second of four 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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