

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 *
 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)

SHAKER HEIGHTS, OH 44122

(City) (State) (Zip)

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

4. 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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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
Option for Common Stock	\$ 10.859	08/28/2007	D			10,000	<u>(1)</u>	05/01/2012	Common Stock	10,000
Option for Common Stock	\$ 10.9565	08/28/2007	D			2,586	<u>(1)</u>	01/30/2014	Common Stock	2,586
Option for Common Stock	\$ 10.96	08/28/2007	D			10,000	<u>(1)</u>	06/23/2013	Common Stock	10,000
Option for Common Stock	\$ 10.9905	08/28/2007	D			2,578	<u>(1)</u>	12/31/2013	Common Stock	2,578
Option for Common Stock	\$ 11.0245	08/28/2007	D			1,542	<u>(1)</u>	01/29/2014	Common Stock	1,542
Option for Common Stock	\$ 11.21	08/28/2007	D			253	<u>(1)</u>	07/07/2010	Common Stock	253
Option for Common Stock	\$ 11.271	08/28/2007	D			377	<u>(1)</u>	02/24/2014	Common Stock	377
Option for Common Stock	\$ 11.526	08/28/2007	D			476	<u>(1)</u>	05/28/2014	Common Stock	476
Option for Common Stock	\$ 11.73	08/28/2007	D			2,415	<u>(1)</u>	04/30/2014	Common Stock	2,415
Option for	\$ 11.9	08/28/2007	D			357	<u>(1)</u>	02/05/2014	Common Stock	357

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Common Stock									
Option for Common Stock	\$ 12.11	08/28/2007	D	2,339	<u>(1)</u>	05/30/2012	Common Stock	2,339	
Option for Common Stock	\$ 12.563	08/28/2007	D	338	<u>(1)</u>	02/20/2014	Common Stock	338	
Option for Common Stock	\$ 12.8	08/28/2007	D	221	<u>(1)</u>	04/26/2010	Common Stock	221	
Option for Common Stock	\$ 13.25	08/28/2007	D	215	<u>(1)</u>	03/23/2009	Common Stock	215	
Option for Common Stock	\$ 13.685	08/28/2007	D	2,070	<u>(1)</u>	06/28/2012	Common Stock	2,070	
Option for Common Stock	\$ 13.95	08/28/2007	D	203	<u>(1)</u>	01/28/2009	Common Stock	203	
Option for Common Stock	\$ 14.17	08/28/2007	D	1,599	<u>(1)</u>	10/27/2008	Common Stock	1,599	
Option for Common Stock	\$ 14.59	08/28/2007	D	1,943	<u>(1)</u>	02/09/2009	Common Stock	1,943	
Option for Common Stock	\$ 14.63	08/28/2007	D	194	<u>(1)</u>	02/10/2009	Common Stock	194	
Option for Common Stock	\$ 15.3	08/28/2007	D	185	<u>(1)</u>	04/02/2009	Common Stock	185	
Option for Common	\$ 15.3	08/28/2007	D	185	<u>(1)</u>	04/02/2009	Common Stock	185	

Stock									
Option for Common Stock	\$ 15.3	08/28/2007	D	185	<u>(1)</u>	04/26/2009	Common Stock	185	
Option for Common Stock	\$ 15.3	08/28/2007	D	185	<u>(1)</u>	04/26/2009	Common Stock	185	
Option for Common Stock	\$ 15.41	08/28/2007	D	185	<u>(1)</u>	01/15/2009	Common Stock	185	
Option for Common Stock	\$ 15.87	08/28/2007	D	1,785	<u>(1)</u>	05/05/2009	Common Stock	1,785	
Option for Common Stock	\$ 16.26	08/28/2007	D	174	<u>(1)</u>	02/03/2010	Common Stock	174	
Option for Common Stock	\$ 16.26	08/28/2007	D	174	<u>(1)</u>	02/03/2010	Common Stock	174	
Option for Common Stock	\$ 16.26	08/28/2007	D	1,742	<u>(1)</u>	02/03/2010	Common Stock	1,742	
Option for Common Stock	\$ 17.43	08/28/2007	D	163	<u>(1)</u>	04/03/2010	Common Stock	163	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHIELDS JOHN A 2749 LANDON ROAD SHAKER HEIGHTS, OH 44122	X			

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 fourth 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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