

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)

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 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	\$ 9.14	08/28/2007	D			310	<u>(1)</u>	05/05/2010	Common Stock	310	
Option for Common Stock	\$ 9.14	08/28/2007	D			310	<u>(1)</u>	05/05/2010	Common Stock	310	
Option for Common Stock	\$ 9.18	08/28/2007	D			1,852	<u>(1)</u>	05/06/2013	Common Stock	1,852	
Option for Common Stock	\$ 9.214	08/28/2007	D			3,075	<u>(1)</u>	04/30/2013	Common Stock	3,075	
Option for Common Stock	\$ 9.2302	08/28/2007	D			1,842	<u>(1)</u>	05/01/2012	Common Stock	1,842	
Option for Common Stock	\$ 9.2302	08/28/2007	D			36,836	<u>(1)</u>	05/01/2012	Common Stock	36,836	
Option for Common Stock	\$ 9.2905	08/28/2007	D			3,050	<u>(1)</u>	09/30/2013	Common Stock	3,050	
Option for Common Stock	\$ 9.33	08/28/2007	D			607	<u>(1)</u>	04/30/2012	Common Stock	607	
Option for Common Stock	\$ 9.35	08/28/2007	D/K			3,030	<u>(1)</u>	06/30/2013	Common Stock	3,030	
Option for	\$ 9.5022	08/28/2007	D			1,789	<u>(1)</u>	07/31/2012	Common Stock	1,789	

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Common Stock									
Option for Common Stock	\$ 9.5022	08/28/2007	D	2,982	<u>(1)</u>	07/31/2012	Common Stock	2,982	
Option for Common Stock	\$ 9.51	08/28/2007	D	298	<u>(1)</u>	09/12/2010	Common Stock	298	
Option for Common Stock	\$ 9.55	08/28/2007	D	2,966	<u>(1)</u>	08/30/2012	Common Stock	2,966	
Option for Common Stock	\$ 9.5889	08/28/2007	D	2,955	<u>(1)</u>	10/31/2012	Common Stock	2,955	
Option for Common Stock	\$ 9.6475	08/28/2007	D	2,937	<u>(1)</u>	11/28/2013	Common Stock	2,937	
Option for Common Stock	\$ 9.83	08/28/2007	D	288	<u>(1)</u>	09/28/2010	Common Stock	288	
Option for Common Stock	\$ 10.04	08/28/2007	D	1,695	<u>(1)</u>	05/04/2010	Common Stock	1,695	
Option for Common Stock	\$ 10.04	08/28/2007	D	2,825	<u>(1)</u>	05/04/2010	Common Stock	2,825	
Option for Common Stock	\$ 10.04	08/28/2007	D	3,000	<u>(1)</u>	05/04/2010	Common Stock	3,000	
Option for Common Stock	\$ 10.04	08/28/2007	D	282	<u>(1)</u>	07/25/2010	Common Stock	282	
Option for Common	\$ 10.04	08/28/2007	D	282	<u>(1)</u>	07/25/2010	Common Stock	282	

Stock									
Option for Common Stock	\$ 10.0555	08/28/2007	D	2,818	<u>(1)</u>	03/31/2014	Common Stock	2,818	
Option for Common Stock	\$ 10.098	08/28/2007	D	2,806	<u>(1)</u>	08/29/2013	Common Stock	2,806	
Option for Common Stock	\$ 10.285	08/28/2007	D	413	<u>(1)</u>	10/22/2012	Common Stock	413	
Option for Common Stock	\$ 10.4125	08/28/2007	D	408	<u>(1)</u>	08/27/2012	Common Stock	408	
Option for Common Stock	\$ 10.625	08/28/2007	D	1,600	<u>(1)</u>	10/30/2012	Common Stock	1,600	
Option for Common Stock	\$ 10.63	08/28/2007	D	267	<u>(1)</u>	06/30/2010	Common Stock	267	
Option for Common Stock	\$ 10.7695	08/28/2007	D	395	<u>(1)</u>	03/05/2014	Common Stock	395	
Option for Common Stock	\$ 10.795	08/28/2007	D	2,625	<u>(1)</u>	02/27/2014	Common Stock	2,625	
Option for Common Stock	\$ 10.795	08/28/2007	D	394	<u>(1)</u>	03/08/2014	Common Stock	394	

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 third 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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