

WILD OATS MARKETS INC
 Form 4
 February 03, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 YUCAIPA AMERICAN ALLIANCE (PARALLEL) FUND I, LP

(Last) (First) (Middle)

C/O THE YUCAIPA COMPANIES, 9130 WEST SUNSET BLVD

(Street)

LOS ANGELES, CA 90069

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 WILD OATS MARKETS INC [OATS]

3. Date of Earliest Transaction (Month/Day/Year)
 02/02/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 X 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common stock | 02/02/2006 | | P | A | 91,899 | \$ 12.78 | 1,546,872 D <u>(1)</u> <u>(2)</u> |
| Common Stock | 02/03/2006 | | P | A | 233,663 | \$ 13.5179 | 1,780,535 D <u>(1)</u> <u>(2)</u> |

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

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

YUCAIPA AMERICAN ALLIANCE (PARALLEL) FUND I, LP
C/O THE YUCAIPA COMPANIES
9130 WEST SUNSET BLVD
LOS ANGELES, CA 90069

X

Signatures

ROBERT P.
BERMINGHAM 02/03/2006

__Signature of Reporting Person Date

RONALD W.
BURKLE 02/03/2006

__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) All of the securities covered by this Form 4 are owned directly by Yucaipa American Alliance (Parallel) Fund I, LP ("YAAF Parallel"), but may be deemed to be beneficially owned indirectly by (i) Yucaipa American Alliance Fund I, LLC ("YAAF LLC"), as the general partner of YAAF Parallel, (ii) Yucaipa American Funds, LLC ("YAF"), as the managing member of YAAF LLC, (iii) Yucaipa American Management, LLC ("YAM"), as the managing member of YAF and (ii) Ronald W. Burkle, as managing member of YAM.
- (2) This report shall not be deemed an admission by YAAF LLC, YAF, YAM and/or Mr. Burkle that they are the beneficial owners of the securities for purposes of Section 16 or for any other purpose

Remarks:

Additional Reporting Persons (each a 10% owner to the extent described in footnote 1): (i) Yucaipa American Alliance Fund I, The Yucaipa Companies LLC, 9130 West Sunset Boulevard, Los Angeles, CA 9006; (ii) Yucaipa American Funds, LLC, c/o T

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LLC, 9130 West Sunset Boulevard, Los Angeles, CA 90069; (iii) Yucaipa American Management, LLC, c/o the Yucaipa Companies LLC, 9130 West Sunset Boulevard, Los Angeles, CA 90069; and (iv) Ronald W. Burkle, c/o The Yucaipa Companies LLC, 9130 West Sunset Boulevard, Los Angeles, CA 90069.

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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