

WILD OATS MARKETS INC
 Form 3
 February 03, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 Fund I, LP
 (Last) (First) (Middle)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 02/01/2006

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

4. Relationship of Reporting Person(s) to Issuer

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

C/O THE YUCAIPA COMPANIES, 9130 WEST SUNSET BLVD
 (Street)

(Check all applicable)

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

LOS ANGELES, CA 90069
 (City) (State) (Zip)

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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common stock	2,075,627	D (1) (2)	

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Yucaipa American Alliance Fund I, LP C/O THE YUCAIPA COMPANIES 9130 WEST SUNSET BLVD LOS ANGELES, CA 90069	Â	Â X	Â	Â

Signatures

ROBERT P. BERMINGHAM
Date: 02/03/2006
**Signature of Reporting Person

RONALD W. BURKLE
Date: 02/03/2006
**Signature of Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 3 are owned directly by Yucaipa American Alliance Fund I, LP ("YAAF"), 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, (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 (iv) 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

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Remarks:
 Additional Reporting Persons (each a 10% owner to the extent described in footnote 1): (i) Yucaipa American Alliance Fund I, LP, c/o The Yucaipa Companies LLC, 9130 West Sunset Boulevard, Los Angeles, CA 90069; (ii) Yucaipa American Alliance Fund I, LLC, 9130 West Sunset Boulevard, Los Angeles, CA 90069; (iii) Yucaipa American Management, LLC, 9130 West Sunset Boulevard, Los Angeles, CA 90069; and (iv) Ronald W. Burkle, c/o The Yucaipa Companies, 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.