

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-05-16** | Period of Report: **2013-05-14**  
SEC Accession No. [0000865436-13-000030](#)

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### REPORTING OWNER

**GAYE OMAR**

CIK: **1551793**

Type: **4** | Act: **34** | File No.: **000-19797** | Film No.: **13849924**

Mailing Address  
*550 BOWIE ST  
AUSTIN TX 78703*

### ISSUER

**WHOLE FOODS MARKET INC**

CIK: **865436** | IRS No.: **741989366** | State of Incorpor.: **TX** | Fiscal Year End: **0930**  
SIC: **5411** Grocery stores

Mailing Address  
*550 BOWIE STREET  
AUSTIN TX 78703*

Business Address  
*550 BOWIE STREET  
AUSTIN TX 78703  
5124774455*

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person <b>GAYE OMAR</b>			2. Issuer Name and Ticker or Trading Symbol <b>WHOLE FOODS MARKET INC [WFM]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Regional President</b>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>05/14/2013</b>			
550 BOWIE ST			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
(Street)						
AUSTIN, TX 78703						
(City)	(State)	(Zip)				

**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	(A) or (D)	Price			
Common Stock	05/14/2013		M		43	A	\$62.49	43	D	
Common Stock	05/14/2013		S		43	D	\$102.302 <sup>(1)</sup>	0	D	
Common Stock	05/14/2013		M		996	A	\$62.49	996	D	
Common Stock	05/14/2013		S		996	D	\$102.329	0	D	
Common Stock	05/14/2013		M		40	A	\$40.83	40	D	
Common Stock	05/14/2013		S		40	D	\$102.305 <sup>(2)</sup>	0	D	
Common Stock	05/14/2013		M		981	A	\$40.83	981	D	
Common Stock	05/14/2013		S		981	D	\$102.29	0	D	
Common Stock								130.846 <sup>(3)</sup>	I	By 401(k) Plan

**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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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				(Instr. 3, 4, and 5)				Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
				Code	V	(A)	(D)								
Non-Qualified Stock Option (right to buy)	\$40.83	05/14/2013		<u>M</u>			40	(4)	05/14/2017	Common Stock	40	\$ 0	40	D	
Non-Qualified Stock Option (right to buy)	\$40.83	05/14/2013		<u>M</u>			981	(5)	05/14/2017	Common Stock	981	\$ 0	981	D	
Non-Qualified Stock Option (right to buy)	\$62.49	05/14/2013		<u>M</u>			43	(6)	05/13/2018	Common Stock	43	\$ 0	86	D	
Non-Qualified Stock Option (right to buy)	\$62.49	05/14/2013		<u>M</u>			996	(7)	05/13/2018	Common Stock	996	\$ 0	1,992	D	

#### Explanation of Responses:

- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$102.300 to \$102.315, inclusive. The reporting person undertakes to provide to any security holder or to the SEC, upon request, full information regarding the number of shares sold at each separate price within the range stated.
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$102.290 to \$102.310, inclusive. The reporting person undertakes to provide to any security holder or to the SEC, upon request, full information regarding the number of shares sold at each separate price within the range stated.
- Balance of 401(k) shares is based on a plan statement dated as of April 30, 2013.
- The option, representing a right to purchase a total of 162 shares, is exercisable in four equal annual installments beginning on May 14, 2011, which was the first anniversary of the date on which the option was granted.
- The option, representing a right to purchase a total of 3,925 shares, is exercisable in four equal annual installments beginning on May 14, 2011, which was the first anniversary of the date on which the option was granted.
- The option, representing a right to purchase a total of 172 shares, is exercisable in four equal annual installments beginning on May 13, 2012, which was the first anniversary of the date on which the option was granted.
- The option, representing a right to purchase a total of 3,985 shares, is exercisable in four equal annual installments beginning on May 13, 2012, which was the first anniversary of the date on which the option was granted.

#### Signatures

/s/ Omar Gaye

\*\* Signature of Reporting Person

05/16/2013

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**