

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2010-06-01** | Period of Report: **2010-05-28**

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REPORTING OWNER

Derba Laura A

CIK: **1455737**

Type: **4** | Act: **34** | File No.: **000-19797** | Film No.: **10868272**

Mailing Address

*550 BOWIE STREET
AUSTIN TX 78703*

ISSUER

WHOLE FOODS MARKET INC

CIK: **865436** | IRS No.: **741989366** | State of Incorp.: **TX** | Fiscal Year End: **0927**

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 Derba Laura A			2. Issuer Name and Ticker or Trading Symbol WHOLE FOODS MARKET INC [WFM]			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) Regional President		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/28/2010			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		
550 BOWIE STREET			4. If Amendment, Date Original Filed(Month/Day/Year)					
(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	05/28/2010		<u>M</u>		2,025	A	\$39.74	2,039	D	
Common Stock	05/28/2010		<u>S</u>		2,025	D	\$40.8134	14	D	
Common Stock	05/28/2010		<u>M</u>		98	A	\$39.74	112	D	
Common Stock	05/28/2010		<u>S</u>		98	D	\$40.8134	14	D	
Common Stock	05/28/2010		<u>M</u>		34	A	\$27.62	48	D	
Common Stock	05/28/2010		<u>S</u>		34	D	\$40.8134	14	D	
Common Stock	05/28/2010		<u>M</u>		950	A	\$27.62	964	D	
Common Stock	05/28/2010		<u>S</u>		950	D	\$40.8134	14	D	
Common Stock	05/28/2010		<u>M</u>		4,500	A	\$18.9	4,514	D	
Common Stock	05/28/2010		<u>S</u>		4,500	D	\$40.8134	14	D	
Common Stock	05/28/2010		<u>M</u>		37	A	\$18.9	51	D	
Common Stock	05/28/2010		<u>S</u>		37	D	\$40.8134	14	D	
Common Stock	05/28/2010		<u>M</u>		5,650	A	\$39.61	5,664	D	
Common Stock	05/28/2010		<u>S</u>		5,650	D	\$40.8134	14	D	

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 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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	\$18.9	05/28/2010		<u>M</u>			4,500	05/22/2010	05/22/2016	Common Stock	4,500	\$40.8134	13,645	D	
Non-Qualified Stock Option (right to buy)	\$18.9	05/28/2010		<u>M</u>			37	05/22/2010	05/22/2016	Common Stock	37	\$40.8134	13,608	D	
Non-Qualified Stock Option (right to buy)	\$27.62	05/28/2010		<u>M</u>			34	05/23/2009	05/23/2013	Common Stock	34	\$40.8134	2,918	D	
Non-Qualified Stock Option (right to buy)	\$27.62	05/28/2010		<u>M</u>			950	05/23/2009	05/23/2013	Common Stock	950	\$40.8134	1,968	D	
Non-Qualified Stock Option (right to buy)	\$39.61	05/28/2010		<u>M</u>			5,650	09/22/2005	05/06/2011	Common Stock	5,650	\$40.8134	0	D	
Non-Qualified Stock Option (right to buy)	\$39.74	05/28/2010		<u>M</u>			2,025	05/18/2008	05/18/2012	Common Stock	2,025	\$40.8134	806	D	
Non-Qualified Stock Option (right to buy)	\$39.74	05/28/2010		<u>M</u>			98	05/18/2008	05/18/2012	Common Stock	98	\$40.8134	708	D	

Signatures

By: Terri L Gibbons For: Laura A Derba

** Signature of Reporting Person

06/01/2010

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.