

# FORM 4

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

OMB APPROVAL  
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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 or  
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <b>LANNON DAVID</b>  (Last) (First) (Middle) <b>550 BOWIE STREET</b> (Street) <b>AUSTIN, TX 78703</b> (City) (State) (Zip)	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)  ____ Director _____ 10% Owner ____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>Executive Vice President</b>
3. Date of Earliest Transaction (MM/DD/YYYY) <b>8/28/2017</b>		6. Individual or Joint/Group Filing (Check Applicable Line)  ____ <input checked="" type="checkbox"/> Form filed by One Reporting Person ____ Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	8/28/2017		D		11733	D	\$42 (1)	0	D	
Common Stock	8/28/2017		D		432.781 (2)	D	\$42 (1)	0	I	By 401(k) Plan

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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)	\$20.42	8/28/2017		D			11000	(3)	5/14/2020	Common Stock	11000.0	(4)	0	D	
Non-Qualified Stock Option (right to buy)	\$31.25	8/28/2017		D			4702	(5)	5/13/2018	Common Stock	4702.0	(4)	0	D	
Non-Qualified Stock Option (right to buy)	\$37.91	8/28/2017		D			4729	(5)	5/16/2021	Common Stock	4729.0	(4)	0	D	
Non-Qualified Stock Option (right to buy)	\$30.3	8/28/2017		D			4747	(5)	5/13/2023	Common Stock	4747.0	(4)	0	D	
Non-Qualified Stock Option (right to buy)	\$35.99	8/28/2017		D			4756	(5)	5/19/2024	Common Stock	4756.0	(4)	0	D	

#### Explanation of Responses:

- Pursuant to the Agreement and Plan of Merger (the "merger agreement"), dated as of June 15, 2017, by and among Amazon.com, Inc., Walnut Merger Sub, Inc., and Whole Foods Market, Inc., shares of Whole Foods Market, Inc. common stock and restricted stock were converted into the right to receive \$42.00 cash per share, without interest.
- Balance of 401(k) shares is based on a plan statement dated as of July 31, 2017.
- The option was exercisable in nine equal annual installments beginning on the first anniversary of the date on which the option was granted.
- Pursuant to the merger agreement, each outstanding stock option was cancelled and converted into the right to receive an amount in cash equal to the product of (a) the number of shares subject to such option multiplied by (b) the excess, if any, of the merger consideration of \$42.00 over the exercise price per share of such option.
- The option was exercisable in four equal annual installments beginning on the first anniversary of the date on which the option was granted.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LANNON DAVID 550 BOWIE STREET AUSTIN, TX 78703			Executive Vice President	

Signatures

/s/ Albert Percival as Attorney-in-Fact for David Lannon

8/28/2017

Signature of Reporting Person

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 control number.