Exhibit 32 to Plaintiff’s
Memorandum of Points and Authorities
in Support of Its Motion for Temporary
Restraining Order and Preliminary
Injunction
(PX01302)
Part 3 of 3

Current income taxes payable as of September 24, 2006 and September 25, 2005 totaled approximately $27.2 million and $5.2 million, respectively. The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities are as follows (in thousands):

	2006	2005
Deferred tax assets:		
Compensation-related costs	$ 43,303	$ 34,009
Insurance-related costs	16,889	14,380
Inventories	—	2,879
Lease and other termination accruals	18	359
Rent differential	41,717	31,434
Net domestic and international operating loss carryforwards	10,461	16,606
Capital loss carryforwards	2,810	7,231
Gross deferred tax assets	115,198	106,898
Valuation allowance	(13,271)	(17,364)
	101,927	89,534
Deferred tax liabilities:		
Financial basis of fixed assets in excess of tax basis	(21,858)	(24,673)
Inventories	(313)	—
Capitalized costs expensed for tax purposes	(1,290)	(1,841)
Other	(905)	(980)
	(24,366)	(27,494)
Net deferred tax asset	$ 77,561	$ 62,040

Deferred taxes have been classified on the consolidated balance sheets as follows:

	2006	2005
Current assets	$ 48,149	$ 39,588
Noncurrent assets	29,412	22,452
Net deferred tax asset	$ 77,561	$ 62,040

As of September 24, 2006, we had international operating loss carryforwards totaling approximately $32.5 million, of which approximately $11.8 million will begin to expire in fiscal year 2008 and approximately $20.7 million has an indefinite life. During fiscal year 2006, approximately $31,000 of the valuation allowance related to the utilization of certain operating and capital loss carryforwards was released. Additionally, the valuation allowance decreased by approximately $4.1 million due to the expiration of capital loss carryforwards for which no benefit was realized. We have provided a valuation allowance of approximately $13.3 million for deferred tax assets associated with international operating loss carryforwards and domestic capital loss carryforwards for which management has determined it is more likely than not that the deferred tax asset will not be realized. Management believes that it is more likely than not that we will fully realize the remaining domestic deferred tax assets in the form of future tax deductions based on the nature of these deductible temporary differences and a history of profitable operations.

(10) Investments

We had short-term cash equivalent investments totaling approximately $10.1 million and $325.7 million at September 24, 2006 and September 25, 2005, respectively.

As of September 24, 2006, we also had short-term available-for-sale securities, generally consisting of state and local government obligations totaling approximately $193.8 million. Gross unrealized gains on the securities totals approximately $77,000 as of September 24, 2006.

(11) Shareholders' Equity

Dividends

The Company's Board of Directors approved the following dividends during fiscal years 2006 and 2005 (in thousands, except per share amounts):

Date of Declaration	Dividend per Share	Date of Record	Date of Payment	Total Amount
Fiscal year 2006:				
November 9, 2005	$ 0.15	January 13, 2006	January 23, 2006	$ 20,918
November 9, 2005	2.00	January 13, 2006	January 23, 2006	277,904
March 6, 2006	0.15	April 14, 2006	April 24, 2006	21,004
June 13, 2006	0.15	July 14, 2006	July 24, 2006	21,186
Fiscal year 2005:				
November 10, 2004	$ 0.10	January 7, 2005	January 17, 2005	$ 12,088
April 5, 2005	0.13	April 15, 2005	April 25, 2005	16,345
June 7, 2005	0.13	July 15, 2005	July 25, 2005	16,834
September 14, 2005	0.13	October 14, 2005	October 24, 2005	17,063

On September 27, 2006, the Company's Board of Directors approved a quarterly dividend of $0.15 per share that was paid on October 23, 2006 to shareholders of record on October 13, 2006. On November 2, 2006, the Company's Board of Directors approved a 20% increase in the Company's quarterly dividend to $0.18 per share payable on January 22, 2007 to shareholders of record on January 12, 2007. The Company will pay future dividends at the discretion of the Board of Directors. The continuation of these payments, the amount of such dividends, and the form in which the dividends are paid (cash or stock) depend on many factors, including the results of operations and the financial condition of the Company. Subject to these qualifications, the Company currently expects to pay dividends on a quarterly basis.

On November 9, 2005, the Company's Board of Directors approved a two-for-one stock split to be distributed on December 27, 2005 to shareholders of record at the close of business on December 12, 2005. The stock split was effected in the form of a stock dividend. Shareholders received one additional share of Whole Foods Market common stock for each share owned. All share and per share amounts in these financial statements have been adjusted to reflect the effect of the stock split. All shares reserved for issuance pursuant to the Company's stock option and stock purchase plans were automatically increased by the same proportion. In addition, shares subject to outstanding options or other rights to acquire the Company's stock and the exercise price for such shares were adjusted proportionately.

Treasury Stock

On November 8, 2005, the Company's Board of Directors approved a stock repurchase program of up to $200 million over the next four years. During the fourth quarter of fiscal year 2006, the Company repurchased on the open market approximately 2.0 million shares of Company common stock that were held in treasury at September 24, 2006. The average price per share paid was $49.85, for a total of approximately $100 million. At September 25, 2005, we had no shares of Company common stock in treasury.

On November 6, 2006, the Company's Board of Directors approved a $100 million increase in the Company's stock repurchase program, bringing the total remaining authorization to $200 million over the next three years. The specific timing and repurchase amounts will vary based on market conditions, securities law limitations and other factors and will be made using the Company's available cash resources and line of credit availability. The repurchase program may be suspended or discontinued at any time without prior notice.

(12) Earnings per Share

The computation of basic earnings per share is based on the number of weighted average common shares outstanding during the period. The computation of diluted earnings per share includes the dilutive effect of common stock equivalents consisting of common shares deemed outstanding from the assumed exercise of stock options and the assumed conversion of zero coupon convertible subordinated debentures.

A reconciliation of the numerators and denominators of the basic and diluted earnings per share calculations follows (in thousands, except per share amounts):

	2006	2005	2004
Net income (numerator for basic earnings per share)	$203,828	$136,351	$129,512
Interest on 5% zero coupon convertible subordinated debentures, net of income taxes	283	2,539	4,697
Adjusted net income (numerator for diluted earnings per share)	$204,111	$138,890	$134,209
Weighted average common shares outstanding (denominator for basic earnings per share)	139,328	130,090	122,648
Potential common shares outstanding:			
Assumed conversion of 5% zero coupon convertible subordinated debentures	363	3,414	6,562
Assumed exercise of stock options	5,391	6,446	6,244
Weighted average common shares outstanding and potential additional common shares outstanding (denominator for diluted earnings per share)	145,082	139,950	135,454
Basic earnings per share	$ 1.46	$ 1.05	$ 1.06
Diluted earnings per share	$ 1.41	$ 0.99	$ 0.99

The computation of diluted earnings per share does not include options to purchase approximately 4.3 million, 158,000 shares and 6,000 shares of common stock at the end of fiscal years 2006, 2005 and 2004, respectively, due to their antidilutive effect.

(13) Share-Based Compensation

Total share-based compensation expense recognized during fiscal year 2006 and fiscal year 2005 was approximately $9.4 million and $19.9 million, respectively. Of these totals, approximately $3.6 million and $10.1 million was included in "Direct store expenses", $5.5 million and $8.6 million was included in "General and administrative expenses", and $0.3 million and $1.2 million was included in "Cost of goods sold and occupancy costs" in the Consolidated Statements of Operations in fiscal year 2006 and fiscal year 2005, respectively. The related total tax benefit was approximately $2.7 million and $4.5 million in fiscal year 2006 and fiscal year 2005, respectively. Our Company maintains several share-based incentive plans.

Stock Option Plan

We grant options to purchase common stock under our 1992 Stock Option Plans, as amended. Under these plans, options are granted at an option price equal to the market value of the stock at the grant date and are generally exercisable ratably over a four-year period beginning one year from grant date. Options granted in fiscal year 2006 expire five years from the date of grant and options granted in fiscal years 2005 and 2004 expire seven years from date of grant. Certain options granted during fiscal year 2005 were granted fully vested. Our Company has, in connection with certain of our business combinations, assumed the stock option plans of the acquired companies. All options outstanding under our Company's previous plans and plans assumed in business combinations continue to be governed by the terms and conditions of those grants. The market value of the stock is determined as the closing stock price at the grant date. At September 24, 2006, September 25, 2005 and September 26, 2004 approximately 6.5 million, 7.7 million and 11.2 million shares of our common stock, respectively, were available for future stock option grants.

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The following table summarizes option activity (in thousands, except per share amounts):

	Number of Options Outstanding	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life	Aggregate Intrinsic Value
Outstanding options September 28, 2003	15,728	$ 17.53		
Options granted	5,240	39.54		
Options exercised	(4,154)	14.13		
Options expired	(674)	23.90		
Outstanding options at September 26, 2004	16,140	$ 25.69		
Options granted	12,112	59.82		
Options exercised	(4,996)	21.64		
Options expired	(711)	37.33		
Outstanding options at September 25, 2005	22,545	$ 44.58		
Options granted	1,444	69.00		
Options exercised	(5,466)	36.00		
Options expired	(202)	56.57		
Options forfeited	(46)	64.52		
Outstanding options at September 24, 2006	18,275	$ 48.82	4.74	$243,726
Vested/expected to vest at September 24, 2006	18,031	$ 48.55	4.75	$243,691
Exercisable options at September 24, 2006	16,551	$ 47.11	4.75	$239,831

The weighted average fair values of options granted during fiscal years 2006, 2005 and 2004 were $17.04, $15.19 and $14.69, respectively. The aggregate intrinsic value of stock options at exercise, represented in the table above, was approximately $180.0 million during fiscal year 2006. Total gross unrecognized share-based compensation expense related to nonvested stock options was approximately $25.2 million as of the end of fiscal year 2006, related to approximately 1.5 million shares. We anticipate this expense to be recognized over a weighted average period of approximately two years.

A summary of options outstanding and exercisable at September 24, 2006 follows (share amounts in thousands):

Range of Exercise Prices		Options Outstanding			Options Exercisable	
From	To	Number Outstanding	Weighted Average Remaining Life (in Years)	Weighted Average Exercise Price	Number Exercisable	Weighted Average Exercise Price
$10.47	$20.48	1,554	1.19	$ 11.38	1,554	$ 11.38
21.76	38.31	2,721	3.17	26.16	2,683	26.13
39.61	39.61	2,632	4.61	39.61	2,596	39.61
41.05	54.17	4,753	5.57	53.56	4,588	53.77
54.75	66.81	5,206	5.97	66.69	5,130	66.74
68.96	73.14	1,409	4.62	69.00	—	n/a
Total		18,275	4.74	$ 48.82	16,551	$ 47.11

Share-based compensation expense related to vesting stock options recognized during fiscal year 2006 totaled approximately $4.6 million.

During fiscal year 2005, the Company accelerated the vesting of all outstanding stock options, except options held by the members of the executive team and certain options held by team members in the United Kingdom, in order to prevent past option grants from having an impact on future results. The Company recognized a share-based compensation charge totaling approximately $17.4 million related to this acceleration, which was determined by measuring the intrinsic value on the date of the acceleration for all options that would have expired in the future unexercisable had the acceleration not occurred. The calculation of this charge required that management make estimates and assumptions concerning future team member turnover. In the fourth quarter of fiscal year 2006 the Company recognized an additional $3.0 million share-based compensation charge related to this acceleration to adjust for actual experience. Additional adjustments in future periods may be necessary as actual results could differ from these estimates and assumptions.

The Company also recognized share-based compensation totaling approximately $1.2 million and $2.5 million for modifications of terms of certain stock option grants and other compensation based on the intrinsic value of the Company's common stock during fiscal years 2006 and 2005, respectively.

The fair value of stock option grants has been estimated at the date of grant using the Black-Scholes option pricing model with the following weighted average assumptions:

	2006	2005	2004
Expected dividend yield	1.26%	0.84%	0.76%
Risk-free interest rate	5.04%	4.14%	4.72%
Expected volatility	29.40%	48.30%	49.48%
Expected life, in years	3.22	2.10	3.30

Risk-free interest rate is based on the US treasury yield curve for a three and a half-year term and the seven-year zero coupon treasury bill rate on the dates of the annual grant in fiscal year 2006 and fiscal year 2005, respectively. Expected volatility is calculated using a ratio of implied volatility based on comparable Long-Term Equity Anticipation Securities ("LEAPS") and four-year historical volatility for fiscal year 2006. The Company determined the use of implied volatility versus historical volatility represents a more accurate calculation of option fair value. In fiscal year 2005, expected volatility was calculated using the daily historical volatility over the last seven years. Expected life is calculated in two tranches based on weighted average percentage of unexpired options and exercise-after-vesting information over the last five years, in fiscal year 2006. During fiscal year 2005, expected life was calculated in five salary tranches based on weighted average exercise-after-vesting information over the last seven years. The assumptions used to calculate the fair value of options granted are evaluated and revised, as necessary, to reflect market conditions and experience.

Prior to the effective date of revised Statement of Financial Accounting Standards ("SFAS") No. 123R, "Share-Based Payment," the Company applied Accounting Principles Board Opinion No. 25 ("APB No. 25"), "Accounting for Stock Issued to Employees" and related interpretations for our stock option grants. APB No. 25 provides that the compensation expense relative to our team member stock options is measured based on the intrinsic value of the stock option at date of grant.

In accordance with SFAS No. 123R, the Company adopted the provisions of SFAS No. 123R in the first quarter of fiscal year 2006 using the modified prospective approach. Under this method, prior periods are not restated. As a result of adoption, the Company's income before income taxes and net income for fiscal year 2006, are $6.4 million and $3.8 million lower, respectively, than if we had continued to account for share-based compensation under APB No. 25. Basic and diluted earnings per share for fiscal year 2006 are $0.03 lower than if we had continued to account for share-based compensation under APB No. 25. Had we previously recognized compensation costs as prescribed by SFAS No. 123, previously reported net income, basic earnings per share and diluted earnings per share would have changed to the pro forma amounts shown below (in thousands, except per share amounts):

	2005	2004
Reported net income	$ 136,351	$129,512
Share-based compensation expense, net of income taxes	15,309	—
Pro forma expense, net of income taxes	(179,616)	(23,888)
Pro forma net income (loss)	$ (27,956)	$105,624
Basic earnings per share:		
Reported	$ 1.05	$ 1.06
Share-based compensation expense	0.12	—
Pro forma adjustment	(1.38)	(0.20)
Pro forma basic earnings (loss) per share	$ (0.21)	$ 0.86
Diluted earnings per share:		
Reported	$ 0.99	$ 0.99
Share-based compensation expense	0.12	—
Pro forma adjustment	(1.31)	(0.17)
Pro forma diluted earnings (loss) per share	$ (0.20)	$ 0.82

Pro forma disclosures for fiscal year 2006 are not presented because the amounts are recognized in the Consolidated Statement of Operations.

Team Member Stock Purchase Plan

Our Company also offers a team member stock purchase plan to all full-time team members with a minimum of 400 hours of service. Under this plan, participating team members may purchase our common stock each fiscal quarter through payroll deductions. Participants in the stock purchase plan may elect to purchase unrestricted shares at 100 percent of market value or restricted shares at 85 percent of market value on the purchase date. Participants are required to hold restricted shares for two years before selling them. In fiscal year 2006, we recognized approximately $0.6 million of share-based compensation expense related to team member stock purchase plan discounts. We issued approximately 51,000, 40,000 and 32,000 shares under this plan in fiscal years 2006, 2005 and 2004, respectively. At September 24, 2006, September 25, 2005 and September 26, 2004 approximately 369,000, 420,000, and 460,000 shares of our common stock, respectively, were available for future issuance.

(14) Team Member 401(k) Plan

Our Company offers a team member 401(k) plan to all team members with a minimum of 1,000 services hours in one year. In fiscal years 2006 and 2005, the Company made a matching contribution to the plan of approximately $2.3 million in cash. The Company did not make a matching contribution to the plan in fiscal year 2004.

(15) Quarterly Results (unaudited)

The Company's first quarter consists of 16 weeks, and the second, third and fourth quarters consist of 12 weeks. Because the first quarter is longer than the remaining quarters, it typically represents a larger share of our annual sales from existing stores. Quarter to quarter comparisons of results of operations have been and may be materially impacted by the timing of new store openings. The Company believes that the following information reflects all normal recurring adjustments necessary for a fair presentation of the information for the periods presented. The operating results for any quarter are not necessarily indicative of results for any future period.

The Company accelerated the vesting of all outstanding stock options on September 22, 2005 in order to prevent past option grants from having an impact on future results. The Company incurred a share-based compensation charge totaling approximately $18.2 million in the fourth quarter of fiscal year 2005, primarily a non-cash charge related to this accelerated vesting of options. The Company's effective tax rate for the fourth quarter and fiscal year 2005 was higher than its historical rate primarily due to the non-deductible portion of the expense recognized for the accelerated vesting of stock options. In the fourth quarter of fiscal year 2006, the Company recorded additional $3.0 million non-cash share-based compensation charge to adjust the estimate related to accelerated vesting for actual experience.

The Company has two stores in the New Orleans area which were damaged by and closed due to Hurricane Katrina during the fourth quarter of fiscal year 2005, and accordingly the Company recorded expenses totaling approximately $16.5 million for related estimated net losses.

The following tables set forth selected quarterly unaudited consolidated statements of operations information for the fiscal years ended September 24, 2006 and September 25, 2005 (in thousands except per share amounts):

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Fiscal Year 2006				
Sales	$1,666,953	$1,311,520	$1,337,886	$1,291,017
Cost of goods sold and occupancy costs	1,092,018	848,020	866,260	841,436
Gross profit	574,935	463,500	471,626	449,581
Direct store expenses	424,438	330,470	335,555	331,505
General and administrative expenses	50,889	43,421	43,955	42,979
Pre-opening and relocation costs	8,491	7,324	7,860	13,746
Operating income	91,117	82,285	84,256	61,351
Other income (expense)				
Interest expense	(3)	—	(8)	(21)
Investment and other income	6,082	4,068	5,581	5,005
Income before income taxes	97,196	86,353	89,829	66,335
Provision for income taxes	38,878	34,542	35,931	26,534
Net income	$ 58,318	$ 51,811	$ 53,898	$ 39,801
Basic earnings per share	$ 0.42	$ 0.37	$ 0.38	$ 0.29
Diluted earnings per share	$ 0.40	$ 0.36	$ 0.37	$ 0.28
Dividends declared per share	$ 2.15	$ 0.15	$ 0.15	$ —

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Fiscal Year 2005				
Sales	$1,368,328	$1,085,158	$1,132,736	$1,115,067
Cost of goods sold and occupancy costs	895,486	697,686	733,931	725,081
Gross profit	472,842	387,472	398,805	389,986
Direct store expenses	348,380	276,313	285,804	312,976
General and administrative expenses	40,401	34,773	39,618	44,072
Pre-opening and relocation costs	6,599	10,265	8,777	11,394
Operating income	77,462	66,121	64,606	21,544
Other income (expense)				
Interest expense	(1,708)	(342)	(163)	(10)
Investment and other income	1,194	2,113	2,868	3,448
Income before income taxes	76,948	67,892	67,311	24,982
Provision for income taxes	30,778	27,158	26,924	15,922
Net income	$ 46,170	$ 40,734	$ 40,387	$ 9,060
Basic earnings per share	$ 0.37	$ 0.31	$ 0.31	$ 0.07
Diluted earnings per share	$ 0.34	$ 0.29	$ 0.29	$ 0.06
Dividends declared per share	$ 0.10	$ 0.13	$ 0.13	$ 0.13

(15) Commitments and Contingencies

The Company uses a combination of insurance and self-insurance plans to provide for the potential liabilities for workers' compensation, general liability, property insurance, director and officers' liability insurance, vehicle liability and employee health care benefits. Liabilities associated with the risks that are retained by the Company are estimated, in part, by considering historical claims experience, demographic factors, severity factors and other actuarial assumptions. While we believe that our assumptions are appropriate, the estimated accruals for these liabilities could be significantly affected if future occurrences and claims differ from these assumptions and historical trends.

From time to time we are a party to legal proceedings including matters involving personnel and employment issues, personal injury, intellectual property and other proceedings arising in the ordinary course of business which have not resulted in any material losses to date. Although not currently anticipated by management, our results could be materially impacted by the decisions and expenses related to pending or future proceedings.

The Company has entered into Retention Agreements with certain executive officers of the Company or its subsidiaries which provide for certain benefits upon an involuntary termination of employment other than for cause after a "Triggering Event." A Triggering Event includes a merger of the Company with and into an unaffiliated corporation if the Company is not the surviving corporation or the sale of all or substantially all of the Company's assets. The benefits to be received by the executive officer whose employment is terminated after a Triggering Event occurs include receipt of his or her annual salary through the one-year period following the date of the termination of employment and the immediate vesting of any outstanding stock options granted to such executive officer.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

None.

Item 9A. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

The Company's management, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of the end of the period covered by this report. Based on such evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, the Company's disclosure controls and procedures are effective in recording, processing, summarizing and reporting, on a timely basis, information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act.

Changes in Internal Control over Financial Reporting

There have been no changes in the Company's internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Management's Report on Internal Control over Financial Reporting

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Under the supervision and with the participation of the Company's management, including our principal executive officer and principal financial officer, the Company conducted an evaluation of the effectiveness of its internal control over financial reporting based on criteria established in the framework in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, the Company's management concluded that its internal control over financial reporting was effective as of September 24, 2006.

The Company's independent registered public accounting firm, Ernst & Young LLP, audited management's assessment of internal control over financial reporting and also independently assessed the effectiveness of our internal control over financial reporting. Ernst & Young LLP has issued their attestation report which is included in Part II, Item 8 of this Report on Form 10-K.

Item 9B. Other Information.

Not applicable.

PART III

Item 10. Directors and Executive Officers of the Registrant.

The information required by this item about our Company's Executive Officers is included in Part I, "Item 1. Business" of this Report on Form 10-K under the caption "Executive Officers of the Registrant." All other information required by this item is incorporated herein by reference from the registrant's definitive Proxy Statement for the Annual Meeting of Shareholders to be held March 5, 2007 to be filed with the Commission pursuant to Regulation 14A.

The Company has adopted a Code of Conduct and Ethics for Team Members and Directors pursuant to section 406 of the Sarbanes-Oxley Act. A copy of our Code of Conduct and Ethics is publicly available on our Company website at http://www.wholefoodsmarket.com/investor/corporategovernance/codeofconduct.pdf. The information contained on our Web site is not incorporated by reference into this Report on Form 10-K.

Item 11. Executive Compensation.

The information required by this item is incorporated herein by reference from the registrant's definitive Proxy Statement for the Annual Meeting of Shareholders.

Item 12. Security Ownership of Certain Beneficial Owners and Management.

The information required by this item about our Company's securities authorized for issuance under equity compensation plans as of September 24, 2006 is included in Part I, "Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities" of this Report on Form 10-K. All other information required by this item is incorporated herein by reference from the registrant's definitive Proxy Statement for the Annual Meeting of Shareholders.

Item 13. Certain Relationships and Related Transactions.

The information required by this item is incorporated herein by reference from the registrant's definitive Proxy Statement for the Annual Meeting of Shareholders.

Item 14. Principal Accounting Fees and Services.

The information required by this item is incorporated herein by reference from the registrant's definitive Proxy Statement for the Annual Meeting of Shareholders.

PART IV

Item 15. Exhibits, Financial Statement Schedules.

(a) The following documents are filed as part of this report:
  (1) Consolidated Financial Statements: See Item 8. Financial Statements and Supplementary Data.
  (2) Financial Statement Schedules: No schedules are required.
  (3) Exhibits are incorporated herein by reference or are filed with this report as indicated below

(b) Exhibits

3.1 Restated Articles of Incorporation of the Registrant, as amended (6)
3.2 By-laws of the Registrant adopted May 23, 1995, as amended (5)
4.1 Form of Zero Coupon Convertible Subordinated Debentures Due 2018 (3)
10.1 1993 Team Member Stock Ownership Plan (1)
10.2 Form of Retention Agreement between the executive officers of the Registrant and the Registrant (2)
10.3 Form of amendment to Retention Agreement (1)
10.4 Third Amended and Restated Credit Agreement, dated October 1, 2004, by and among Registrant, the subsidiaries of the Registrant, JPMorgan Chase Bank; Wells Fargo Bank, National Association; Wachovia Bank, National Association; and Fleet National Bank (3)
10.5 First Amendment, dated November 7, 2005, to Third Amended and Restated Credit Agreement, dated October 1, 2004, by and among Registrant, the subsidiaries of the Registrant, JPMorgan Chase Bank; Wells Fargo Bank, National Association; Wachovia Bank, National Association; and Fleet National Bank (4)
10.6 1992 Stock Option Plan for Team Members, as amended (1)
10.7 1992 Stock Option Plan for Outside Directors (1)
10.8 1993 Team Member Stock Purchase Plan (1)
10.9 Agreement for Distribution of Products by and between Whole Foods Market Distribution, Inc. and United Natural Foods, Inc. (Portions of this agreement have been omitted pursuant to a request for confidential treatment filed with the Securities and Exchange Commission) (7)
12.1 Computation of Ratio of Earnings to Fixed Charges (7)
21.1 Subsidiaries of the Registrant (7)
23.1 Consent of Ernst & Young LLP (7)
31.1 Certification by Chief Executive Officer pursuant to 17 CFR 240.13a-14(a) (7)
31.2 Certification by Chief Financial Officer pursuant to 17 CFR 240.13a-14(a) (7)
32.1 Certification by Chief Executive Officer pursuant to 18 U.S.C. Section 1350 (7)
32.2 Certification by Chief Financial Officer pursuant to 18 U.S.C. Section 1350 (7)

(1) Filed as an exhibit to Registration Statement on Form S-4 (No. 33-63824) and incorporated herein by reference.
(2) Filed as an exhibit to Registration Statement on Form S-1 (No. 33-44214) and incorporated herein by reference.
(3) Filed as an exhibit to Registrant's Form 8-K filed October 4, 2004 and incorporated herein by reference.
(4) Filed as an exhibit to Registrant's Form 10-Q for the period ended January 15, 2006 filed February 24, 2006 and incorporated herein by reference.
(5) Filed as an exhibit to Registrant's Form 8-K filed March 22, 2005 and incorporated herein by reference.
(6) Filed as an exhibit to Registrant's Form 10-Q for the period ended April 9, 2006 filed May 19, 2006 and incorporated herein by reference.
(7) Filed herewith.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

WHOLE FOODS MARKET, INC.

Date: December 8, 2006

By: /s/ Glenda Chamberlain
Glenda Chamberlain
Executive Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated on December 8, 2006.

Name	Title
/s/John P. Mackey John P. Mackey	Chairman of the Board, Chief Executive Officer and Director (Principal Executive Officer)
/s/ Glenda Chamberlain Glenda Chamberlain	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)
/s/ David W. Dupree David W. Dupree	Director
/s/ Dr. John B. Elstrott Dr. John B. Elstrott	Director
/s/ Gabrielle E. Greene Gabrielle E. Greene	Director
/s/ Shahid M. Hassan Shahid M. Hassan	Director
/s/ Linda A. Mason Linda A. Mason	Director
/s/ Morris J. Siegel Morris J. Siegel	Director
/s/ Dr. Ralph Z. Sorenson Dr. Ralph Z. Sorenson	Director