

WHOLE FOODS MARKET, INC.
Compensation Committee Charter
Effective June 6, 2006

This Compensation Committee Charter (the “Charter”) sets forth the purpose and membership requirements of the Whole Foods Market, Inc. Board of Directors (the “Board of Directors”) Compensation Committee (the “Committee”) and establishes the authority and responsibilities delegated to it by the Board of Directors.

Purpose. The purpose of the Committee is to assist the Board of Directors in carrying out its responsibilities with respect to: (i) overseeing the Company’s compensation policies and practices; (ii) reviewing and approving annual compensation, and compensation procedures, for the Company’s executive officers; and (iii) overseeing and recommending director compensation to the Board of Directors.

Membership. The Committee consists of three (3) or more members of the Board of Directors. The members of the Committee will be appointed by and serve at the discretion of the Board of Directors. The Board of Directors will appoint one member of the Committee as Chairperson. Each member of the Committee must be an “independent director” as defined in Rule 4200 of the NASDAQ Market Place Rules. Additionally, members of the Committee must qualify as “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934 and as “outside directors” for purposes of Section 162(m) of the Internal Revenue Code.

Responsibilities. The Compensation Committee’s responsibilities include:

Overseeing the Company’s overall compensation structure, policies and programs, and assessing whether the Company’s compensation structure establishes appropriate incentives for management and employees.

Making recommendations to the Board of Directors with respect to, and administering, the Company’s incentive-compensation and equity-based compensation plans, including the Company’s stock option plans and Team Member stock purchase plan.

Reviewing and approving compensation procedures for the Company’s executive officers.

Recommending to the independent directors for approval the compensation of the Chief Executive Officer (“CEO”) based on relevant corporate goals and objectives and the Board of Directors’ performance evaluation of the CEO.

Reviewing and approving the compensation of executive officers other than the CEO.

Reviewing and recommending to the Board of Directors employment and retention agreements and severance arrangements for executive officers, including change-in-control provisions, plans or agreements.

Annually reviewing the compensation of directors for service on the Board of Directors and its committees and recommending changes in compensation to the Board of Directors.

Monitoring directors' compliance with the Company's stock ownership guidelines.

At least annually, reviewing and reassessing the adequacy of this Charter and participating in an evaluation of the Committee.

Meetings.

Frequency of Meetings. The Committee will meet as often as may be deemed necessary or appropriate, in its judgment, and at least three times each year. The schedule for regular meetings of the Committee will be established by the Committee. The Chairperson of the Committee may call a special meeting at any time he or she deems advisable.

Minutes. The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board of Directors. At each regularly scheduled meeting of the Board of Directors, the Chairperson of the Committee will provide the Board of Directors with a report of the Committee's activities and proceedings.

Outside Advisors.

The Committee will have the authority to retain such outside counsel, consultants, experts and other advisors as it determines appropriate to assist it in the performance of its functions and will have the sole authority to approve the fees and other terms of engagement.