

CENTRAL GARDEN & PET CO  
 Form 4  
 August 23, 2016

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may 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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 CHICHESTER DAVID N

2. Issuer Name and Ticker or Trading Symbol  
 CENTRAL GARDEN & PET CO  
 [CENT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 1340 TREAT BLVD. STE 600  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 08/17/2016

Director  10% Owner  
 Officer (give title below)  Other (specify below)

WALNUT CREEK, CA 94597

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 |   | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|---------------------|---|---|------------|---|--|-----------------------------------|
|                                 |                                      |  | Code                | V | Amount  | (A) or (D) |   |  |                                   |
| Class A Common Stock            | 08/17/2016                           |  | G                   | V | 4,063   | D          | \$ 0  | 16,422   | D                                 |
| Class A Common Stock            | 08/22/2016                           |  | M                   |   | 9,247   | A          | \$ 7.21   | 25,669   | D                                 |
| Class A Common Stock            | 08/22/2016                           |  | F <sup>(1)</sup>    |   | 2,722   | D          | \$ 24.5   | 22,947   | D                                 |
| Class A Common                  | 08/22/2016                           |  | M                   |   | 6,761   | A          | \$ 9.86   | 29,708   | D                                 |

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|                            |            |  |                  |        |   |                             |        |   |
|----------------------------|------------|--|------------------|--------|---|-----------------------------|--------|---|
| Stock                      |            |  |                  |        |   |                             |        |   |
| Class A<br>Common<br>Stock | 08/22/2016 |  | F <sup>(1)</sup> | 2,721  | D | \$ 24.5                     | 26,987 | D |
| Class A<br>Common<br>Stock | 08/22/2016 |  | M                | 4,000  | A | \$ 12.32                    | 30,987 | D |
| Class A<br>Common<br>Stock | 08/22/2016 |  | F <sup>(1)</sup> | 2,012  | D | \$ 24.5                     | 28,975 | D |
| Class A<br>Common<br>Stock | 08/23/2016 |  | S                | 12,553 | D | \$<br>24.5613<br><u>(2)</u> | 16,422 | D |
| Common<br>Stock            |            |  |                  |        |   |                             | 2,804  | D |

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

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(9-02)

**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 Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy)                | \$ 7.21  | 08/22/2016                           |  | M                              | 9,247   | <u>(3)</u> 08/10/2017                                    | Class A<br>Common<br>Stock                                    | 9,247                         |
| Stock Option (Right to Buy)                | \$ 9.86  | 08/22/2016                           |  | M                              | 6,761   | <u>(4)</u> 08/10/2018                                    | Class A<br>Common<br>Stock                                    | 6,761                         |
|  | \$ 12.32   | 08/22/2016                           |  | M                              | 4,000   | <u>(5)</u> 08/17/2020                                    |   | 4,000                         |

Stock  
Option  
(Right to  
Buy)

Class A  
Common  
Stock

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| CHICHESTER DAVID N<br>1340 TREAT BLVD. STE 600<br>WALNUT CREEK, CA 94597 |               |           | X       |       |

## Signatures

/s/ David  
Chichester

08/23/2016

\_\_Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) Shares withheld by the Issuer in payment of the aggregate option exercise price incurred upon the above-reported exercise of options. The amount of shares withheld is based on the respective average of the high and low sales prices on the date of the exercise.  
The range of prices for the shares of Class A Common Stock is from \$24.52 to \$24.61. Mr. Chichester undertakes that he will provide, upon request by the staff of the U.S. Securities and Exchange Commission, full information regarding the number of securities sold at each separate price.
  - (2) The range of prices for the shares of Class A Common Stock is from \$24.52 to \$24.61. Mr. Chichester undertakes that he will provide, upon request by the staff of the U.S. Securities and Exchange Commission, full information regarding the number of securities sold at each separate price.
  - (3) One-third of the total options granted became exercisable at each of 6 months, 18 months and 30 months after February 10, 2014, the date of the grant
  - (4) One-third of the total options granted became exercisable at each of 6 months, 18 months and 30 months after February 10, 2015, the date of the grant.
  - (5) The options will vest upon the first to occur of termination of employment by the Company (other than for cause) or the expiration of six months after commencement of employment.

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

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