

CENTRAL GARDEN & PET CO

Form 4

November 02, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Ranelli John

(Last) (First) (Middle)

C/O CENTRAL GARDEN & PET
COMPANY, 1340 TREAT
BOULEVARD, SUITE 600

(Street)

WALNUT CREEK, CA 94597

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

CENTRAL GARDEN & PET CO
[CENT]

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

10/31/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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 (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			
Class A Common Stock	10/31/2016		M		156,903	A	\$ 12.5	421,607	D	
Class A Common Stock	10/31/2016		F ⁽¹⁾		135,770	D	\$ 22.71	285,837	D	
Class A Common Stock	10/31/2016		M		156,903	A	\$ 15	442,740	D	

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Class A Common Stock	10/31/2016	F ⁽¹⁾	140,945	D	\$ 22.71	301,795	D	
Class A Common Stock	11/01/2016	S ⁽²⁾	628	D	\$ 22.8293 ⁽³⁾	638	I	By John R. Ranelli Trust ⁽⁴⁾
Common Stock	11/01/2016	S ⁽²⁾	7,258	D	\$ 23.7271 ⁽⁵⁾	81,863	I	By John R. Ranelli Trust ⁽⁴⁾
Common Stock						96,379	D	

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

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SEC 1474
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to Buy)	\$ 12.5	10/31/2016		M	156,903	⁽⁶⁾ 02/11/2019	Class A Common Stock 156,903
Stock Option (Right to Buy)	\$ 15	10/31/2016		M	156,903	⁽⁶⁾ 02/11/2019	Class A Common Stock 156,903

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

Ranelli John
C/O CENTRAL GARDEN & PET COMPANY
1340 TREAT BOULEVARD, SUITE 600
WALNUT CREEK, CA 94597

Signatures

/s/ Howard Machek, as Attorney-in-Fact for John
Ranelli

11/02/2016

__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).

- Shares withheld by the Issuer in payment of the aggregate option exercise price and withholding tax liability incurred upon the
- (1) 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.
 - (2) Shares sold through sales plan pursuant to Rule 10b5-1(c)(1) of the Securities Exchange Act of 1934, as amended.
The range of prices for the shares of Class A Common Stock is from \$22.67 to \$23.14. Mr. Ranelli 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) Mr. Ranelli disclaims beneficial ownership of the shares of the Company's Common Stock and Class A Common Stock owned by the John R. Ranelli Trust Dated 12/24/97 except to the extent of his pecuniary interest therein.
The range of prices for the shares of Common Stock is from \$23.46 to \$24.16. Mr. Ranelli 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.
 - (4) The option vests in four equal annual installments beginning February 11, 2013.

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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