CENTRAL GARDEN & PET CO
Form 4
May 15, 2017

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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(Print or Type Responses)

1. Name and Address of Reporting Person *
Reed Michael A

(Last) (First) (Middle)

C/O CENTRAL GARDEN & PET COMPANY, 1340 TREAT BLVD, 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)
05/11/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	05/11/2017		S		7,557	D	$ 33.41 (1)	142,558	D	
Class A Common Stock	05/11/2017		M		6,250	A	$ 6.43	148,808	D	
Class A Common Stock	05/11/2017		F (2)		3,328	D	$ 33.1	145,480	D	

Class A Common Stock	05/11/2017		M	6,250	A	$ 10.63	151,730	D
Class A Common Stock	05/11/2017		F (2)	3,788	D	$ 33.1	147,942	D
Class A Common Stock	05/11/2017		M	6,250	A	$ 13.82	154,192	D
Class A Common Stock	05/11/2017		F (2)	4,138	D	$ 33.1	150,054	D
Class A Common Stock	05/12/2017		M	6,250	A	$ 6.43	156,304	D
Class A Common Stock	05/12/2017		F (2)	3,323	D	$ 33.33	152,981	D
Class A Common Stock	05/12/2017		M	6,250	A	$ 10.63	159,231	D
Class A Common Stock	05/12/2017		F (2)	3,780	D	$ 33.33	155,451	D
Class A Common Stock	05/12/2017		M	6,250	A	$ 13.82	161,701	D
Class A Common Stock	05/12/2017		F (2)	4,127	D	$ 33.33	157,574	D
Class A Common Stock	05/12/2017		S	7,550	D	$ 33 (3)	150,024	D

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

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. De Se

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)		(Instr. 8)		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					(In
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class A Common Stock	$ 6.43	05/11/2017		M			6,250	(4)	03/31/2019	Class A Common Stock	6,250
Class A Common Stock	$ 6.43	05/12/2017		M			6,250	(4)	03/31/2019	Class A Common Stock	6,250
Class A Common Stock	$ 10.63	05/11/2017		M			6,250	(5)	03/31/2021	Class A Common Stock	6,250
Class A Common Stock	$ 10.63	05/12/2017		M			6,250	(5)	03/31/2021	Class A Common Stock	6,250
Class A Common Stock	$ 13.82	05/11/2017		M			6,250	(6)	01/29/2022	Class A Common Stock	6,250
Class A Common Stock	$ 13.82	05/12/2017		M			6,250	(6)	01/29/2022	Class A Common Stock	6,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Reed Michael A C/O CENTRAL GARDEN & PET COMPANY 1340 TREAT BLVD, SUITE 600 WALNUT CREEK, CA 94597			Executive Vice President	

Signatures

/s/Michael Reed	05/14/2017
**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) The range of prices for the shares of Class A Common Stock is from $33.36 to $33.44. Mr. Reed 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) Shares withheld by the Issuer in payment of the aggregate option exercise price and withholding tax liability 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 exercise.

(3) The range of prices for the shares of Class A Common Stock is from $32.97 to $33.01. Mr. Reed 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) Options were granted on August 12, 2013 and all shares are vested & exercisable.

(5) On April 16, 2015, the reporting person was granted an option to purchase 50,000 shares of Class A Common Stock of the Issuer. The option vests in four equal annual installments beginning March 31, 2016.

(6) On January 29, 2016, the reporting person was granted an option to purchase 50,000 shares of Class A Common Stock of the Issuer. The option vests in four equal annual installments beginning January 29, 2017.

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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