

CENTRAL GARDEN & PET CO
 Form 4
 May 11, 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 *
 Reed Michael A

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)

3. Date of Earliest Transaction (Month/Day/Year)
 05/09/2016

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

1340 TREAT BOULEVARD, SUITE 600

(Street)

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

WALNUT CREEK, CA 94597

(City) (State) (Zip)

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	05/09/2016		M		11,200	A	\$ 9.26
Class A Common Stock	05/09/2016		F ⁽¹⁾		7,068	D	\$ 18.82
Class A Common Stock	05/09/2016		M		12,500	A	\$ 9.54
Class A Common Stock	05/09/2016		F ⁽¹⁾		8,023	D	\$ 18.82

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Common Stock								
Class A Common Stock	05/09/2016		M	12,500	A	\$ 6.43	176,000	D
Class A Common Stock	05/09/2016		F ⁽¹⁾	6,522	D	\$ 18.82	169,478	D
Class A Common Stock	05/09/2016		M	12,500	A	\$ 10.63	181,978	D
Class A Common Stock	05/09/2016		F ⁽¹⁾	8,549	D	\$ 18.82	173,429	D
Class A Common Stock	05/09/2016		S	3,027	D	\$ 18.7003	170,402	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)	\$ 9.26	05/09/2016		M	11,200	⁽²⁾ 04/13/2017	Class A Common Stock	11,200
Stock Option (Right to Buy)	\$ 9.54	05/09/2016		M	12,500	⁽³⁾ 03/26/2018	Class A Common Stock	12,500
	\$ 6.43	05/09/2016		M	12,500	⁽⁴⁾ 03/31/2019		12,500

Stock Option (Right to Buy)								Class A Common Stock	
Stock Option (Right to Buy)	\$ 10.63	05/09/2016	M	12,500	(5)	03/31/2021		Class A Common Stock	12,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Reed Michael A 1340 TREAT BOULEVARD SUITE 600 WALNUT CREEK, CA 94597			Executive Vice President	

Signatures

/s/ JoAnn Jonte, as attorney-in-fact for Michael A. Reed
05/11/2016

**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 exercise.
 - (2) On April 13, 2011, the Issuer's Compensation Committee granted the reporting person an option to purchase 70,000 shares of Class A Common Stock of the Issuer. The option vests in five equal annual installments beginning April 13, 2012 based on the satisfaction of certain annual performance targets for each of the fiscal years ending September 2011, 2012, 2013, 2014 and 2015. The performance targets were not met for 14,000 shares of Class A Common Stock.
 - (3) On March 26, 2012, 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 26, 2013.
 - (4) On August 12, 2013, 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, 2014.
 - (5) The options shall vest in four increments of 25% on March 31, 2016, 2017, 2018 and 2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.