

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 *
 Machek Howard

(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)
 05/09/2016

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)
 Chief Accounting Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Class A Common Stock | 05/09/2016 | | M | | 3,200 A \$ 9.26 | 27,438 | D |
| Class A Common Stock | 05/09/2016 | | F ⁽¹⁾ | | 2,186 D \$ 18.82 | 25,252 | D |
| Class A Common Stock | 05/09/2016 | | M | | 9,000 A \$ 9.54 | 34,252 | D |

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| | | | | | | | | |
|---------------------------------------|------------|------------------|-------|---|-------------|---------|---|----------------------------------|
| Class A Common Stock | 05/09/2016 | F ⁽¹⁾ | 6,231 | D | \$ 18.82 | 28,021 | D | |
| Class A Common Stock | 05/09/2016 | S | 6,000 | D | \$ 18.75 | 22,021 | D | |
| Units - Class A Common Stock | | | | | | 1,461.8 | I | By 401(k) Plan ⁽²⁾ |

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 (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 |
|---|--|---|---|--------------------------------------|---|--|---|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Stock Option (Right to buy) | \$ 9.26 | 05/09/2016 | | M | 3,200 | ⁽³⁾ 04/13/2017 | Class A Common Stock | 3,200 |
| Stock Option (Right to buy) | \$ 9.54 | 05/09/2016 | | M | 9,000 | ⁽⁴⁾ 03/26/2018 | Class A Common Stock | 9,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
Chief Accounting Officer

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

Signatures

/s/ Howard
Machek

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) The units represent interests in the CENTA Stock Fund in the Issuer's 401(k) Plan, which consist of shares of CENTA stock and cash.
- (3) Options were granted on April 13, 2011. The 4,000 shares of Class A Common Stock did not vest.
- (4) Options were granted on March 26, 2012 and all shares of Class A Common Stock are vested and exercisable.

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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