

CENTRAL GARDEN & PET CO
 Form 4
 February 18, 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)
 1340 TREAT
 BOULEVARD, SUITE 600
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/16/2016

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

WALNUT CREEK, CA 94597

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

(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)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock	02/16/2016		M	37,500	A	\$ 9.54	193,662 D
Class A Common Stock	02/16/2016		F(1)	29,236	D	\$ 13.91	164,426 D
Class A Common Stock	02/16/2016		M	25,000	A	\$ 6.43	189,426 D
Class A Common Stock	02/16/2016		F(1)	15,234	D	\$	174,192 D

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Common Stock						13.91	
Class A Common Stock	02/18/2016	S	18,161	D	\$ 14.32	156,031	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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Option (Right to Buy)	\$ 9.54	02/16/2016		M	37,500	<u>(2)</u> 03/26/2018	Class A Common Stock	37,500
Stock Option (Right to Buy)	\$ 6.43	02/16/2016		M	25,000	<u>(3)</u> 03/31/2019	Class A Common Stock	25,000

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

02/18/2016

__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 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.
 - (3) 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.

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.