

CENTRAL GARDEN & PET CO  
 Form 4  
 November 02, 2016

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
**Ranelli John**

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)  
**10/31/2016**

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

**C/O CENTRAL GARDEN & PET COMPANY, 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	10/31/2016		M		156,903	A	\$ 12.5	421,607	D	
Class A Common Stock	10/31/2016		F <sup>(1)</sup>		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 <sup>(1)</sup>	140,945	D	\$ 22.71	301,795	D	
Class A Common Stock	11/01/2016	S <sup>(2)</sup>	628	D	\$ 22.8293 <sup>(3)</sup>	638	I	By John R. Ranelli Trust <sup>(4)</sup>
Common Stock	11/01/2016	S <sup>(2)</sup>	7,258	D	\$ 23.7271 <sup>(5)</sup>	81,863	I	By John R. Ranelli Trust <sup>(4)</sup>
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)	Amount of Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (Right to Buy)	\$ 12.5	10/31/2016		M	156,903	<sup>(6)</sup>	02/11/2019	Class A Common Stock	156,903
Stock Option (Right to Buy)	\$ 15	10/31/2016		M	156,903	<sup>(6)</sup>	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).

(1) 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 the exercise.

(2) Shares sold through sales plan pursuant to Rule 10b5-1(c)(1) of the Securities Exchange Act of 1934, as amended.

(3) 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.

(4) 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.

(5) 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.

(6) 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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