

CENTRAL GARDEN & PET CO  
Form 4  
August 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 \*  
**BROWN WILLIAM E**

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 BLVD., SUITE 600  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
08/16/2016

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

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 Ownership (Instr. 4) |           |   |                           |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----------|---|---------------------------|
|                                 |                                      |  | Code                           | V   | Amount or (D) Price   |  |                                   |           |   |                           |
| Class A Common Stock            | 08/16/2016                           |  | A                              |   | 12,191<br>(1)   | A  | \$ 0                              | 2,308,593 | D |                           |
| Class A Common Stock            |                                      |  |                                |   |   |  |                                   | 240,000   | I | By Irrevocable Trusts (2) |
| Common Stock                    |                                      |  |                                |   |   |  |                                   | 1,395,704 | D |                           |

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

**Persons who respond to the collection of information contained in this form are not**

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

**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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |          |       |
|--|---------------|-----------|----------|-------|
|  | Director      | 10% Owner | Officer  | Other |
| BROWN WILLIAM E<br>1340 TREAT BLVD., SUITE 600<br>WALNUT CREEK, CA 94597 | X             | X         | Chairman |       |

## Signatures

/s/ JoAnn Jonte, as attorney-in-fact for William E. Brown  
08/18/2016

\_\_\_\_\_  
\*\*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).
- (1) The Reporting Person was awarded by the Issuer's Compensation Committee on August 16, 2016 a grant of 12,191 shares of restricted Class A Common Stock, which will vest in increments of 1/3 at the end of years 3, 4 and 5.
- (2) These securities are owned directly by various family Irrevocable Trusts and indirectly by the Reporting Person and his spouse as co-trustees of the Irrevocable Trusts. The Reporting Person and his spouse, as co-trustees, have and share investment control over the securities held in each of the Irrevocable Trusts but disclaim beneficial ownership of the reported securities held by the Irrevocable Trusts except to the extent of his and his wife's pecuniary interest therein.

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.