

CENTRAL GARDEN & PET CO
 Form 4
 February 15, 2017

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 *
 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)
 C/O CENTRAL GARDEN & PET COMPANY, 1340 TREAT BLVD, SUITE 600

3. Date of Earliest Transaction (Month/Day/Year)
 02/14/2017

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

(Street)
 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Class A Common Stock	02/14/2017		A		630 ⁽¹⁾ \$ 0	127,335	D
Class A Common Stock	02/14/2017		M		51,653 \$ 8.93	178,988	D
Class A Common Stock	02/14/2017		F ⁽²⁾		29,506 \$ 31.6	149,482	D

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Class A Common Stock	02/14/2017		M	52,302	A	\$ 12.5	201,784	D	
Class A Common Stock	02/14/2017		F ⁽²⁾	37,186	D	\$ 31.6	164,598	D	
Class A Common Stock	02/14/2017		M	52,302	A	\$ 15	216,900	D	
Class A Common Stock	02/14/2017		F ⁽²⁾	39,164	D	\$ 31.6	177,736	D	
Class A Common Stock							81,719	I	By John R. Ranelli Trust ⁽³⁾
Common Stock							64,253	D	
Common Stock							39,384	I	By John R. Ranelli Trust ⁽³⁾

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)	Amount or Number of Share	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (Right to Buy)	\$ 31.76	02/14/2017		A	6,298 ⁽⁴⁾	⁽⁵⁾	08/09/2020	Class A Common Stock	6,298
Stock Option (Right to	\$ 8.93	02/14/2017		M	51,653	⁽⁶⁾	02/11/2019	Class A Common Stock	51,653

Buy)

Stock

Option
(Right to
Buy)

\$ 12.5

02/14/2017

M

52,302

(6)

02/11/2019

Class A
Common
Stock

52,302

Stock

Option
(Right to
Buy)

\$ 15

02/14/2017

M

52,302

(6)

02/11/2019

Class A
Common
Stock

52,302

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director 10% Owner Officer Other

Ranelli John

C/O CENTRAL GARDEN & PET COMPANY

1340 TREAT BLVD, SUITE 600

WALNUT CREEK, CA 94597

X

Signatures

/s/ John Ranelli

02/15/2017

**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) Restricted stock award granted under the Company's Nonemployee Director Equity Incentive Plan, as amended.

(2) 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.

(3) 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.

(4) Stock options granted under the Company's Nonemployee Director Equity Incentive Plan, as amended.

(5) One-third of the total options granted will become exercisable at each of 6 months, 18 months and 30 months after February 14, 2017, the date of the grant.

(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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