

CENTRAL GARDEN & PET CO  
 Form 4  
 August 04, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 PENNINGTON BROOKS III

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)  
 1280 ATLANTA HIGHWAY  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 08/03/2015

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

MADISON, GA 30650

(City) (State) (Zip)

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

**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            | 08/03/2015                           |  | M <sup>(1)</sup>               |   | 7,414   | A  | \$ 9.34   |
|                                 |                                      |  |                                |   |   |  | 104,952   |
| Class A Common Stock            | 08/03/2015                           |  | F <sup>(2)</sup>               |   | 7,040   | D  | \$ 10.18  |
|                                 |                                      |  |                                |   |   |  | 97,912  |
| Class A Common Stock            | 08/03/2015                           |  | M <sup>(1)</sup>               |   | 11,000  | A  | \$ 8.93   |
|                                 |                                      |  |                                |   |   |  | 108,912   |
| Class A Common                  | 08/03/2015                           |  | F <sup>(2)</sup>               |   | 10,173  | D  | \$ 10.18  |
|                                 |                                      |  |                                |   |   |  | 98,739  |

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|                      |            |  |   |       |   |                             |           |   |                           |
|----------------------|------------|--|---|-------|---|-----------------------------|-----------|---|---------------------------|
| Stock                |            |  |   |       |   |                             |           |   |                           |
| Class A Common Stock | 08/04/2015 |  | S | 1,201 | D | \$<br>10.2509<br><u>(3)</u> | 97,538    | D |                           |
| Class A Common Stock |            |  |   |       |   |                             | 3,876     | I | By Spouse <u>(4)</u>      |
| Class A Common Stock |            |  |   |       |   |                             | 15,208    | I | By LLC <u>(5)</u>         |
| Class A Common Stock |            |  |   |       |   |                             | 940.277   | I | 401(k) Account <u>(6)</u> |
| Common Stock         |            |  |   |       |   |                             | 159,950   | D |                           |
| Common Stock         |            |  |   |       |   |                             | 49,040    | I | By L.P. <u>(7)</u>        |
| Common Stock         |            |  |   |       |   |                             | 6,938     | I | By Spouse <u>(4)</u>      |
| Common Stock         |            |  |   |       |   |                             | 7,604     | I | By LLC <u>(5)</u>         |
| Common Stock         |            |  |   |       |   |                             | 1,015.962 | I | 401(k) Account <u>(6)</u> |

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
|  | \$ 9.34  | 08/03/2015                           |  | M                              | (A) 7,414   | Date Exercisable <u>(8)</u> 08/13/2015                   | Title   | Amount or Number of Shares    |

|                                      |         |            |  |   |        |            |            |                            |        |
|--------------------------------------|---------|------------|--|---|--------|------------|------------|----------------------------|--------|
| Stock<br>Option<br>(right to<br>buy) |         |            |  |   |        |            |            | Class<br>Common<br>Stock   |        |
| Stock<br>Option<br>(right to<br>buy) | \$ 8.93 | 08/03/2015 |  | M | 11,000 | <u>(9)</u> | 08/11/2016 | Class A<br>Common<br>Stock | 11,000 |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| PENNINGTON BROOKS III<br>1280 ATLANTA HIGHWAY<br>MADISON, GA 30650 |               | X         |         |       |

## Signatures

/s/ JoAnn Jonte, as attorney-in-fact for Sonny Pennington, III 08/04/2015

\_\_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) Options exercised through sales plan pursuant to Rule 10b5-1(c)(1) of the Securities Exchange Act of 1934, as amended.  
Shares withheld by the Issuer in payment of the aggregate option exercise price and withholding tax liability incurred upon the
- (2) 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.  
The range of prices for the shares of Class A Common Stock is from \$10.14 to \$10.31. Mr. Pennington undertakes that he will provide,
- (3) 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. Pennington disclaims beneficial ownership of 6,938 shares of the Issuer's Common Stock owned by his spouse and 3,876 shares of the Issuer's Class A Common Stock owned by his spouse.  
By Pennington Management Company II, LLC, in which Mr. Pennington has an ownership interest. Mr. Pennington is the President of
- (5) Pennington Management Company II, LLC. Mr. Pennington disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (6) The information in this report is based on a plan statement as of June 30, 2015.  
By BPCB Partners L.P. The general managing partner of BPCB Partners L.P. is BPCB Management Company LLC ("BPCBLLC") and
- (7) Mr. Pennington is the sole member of BPCBLLC. Mr. Pennington disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (8) One-third of the total options granted will become exercisable at each of 6 months, 18 months and 30 months after February 13, 2012, the date of grant.
- (9) One-third of the total options granted will become exercisable at each of 6 months, 18 months and 30 months after February 11, 2013, the date of the grant.

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.