

CENTRAL GARDEN & PET CO
 Form 4
 November 02, 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 *
 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 BOULEVARD, SUITE 600
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 10/31/2016

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

WALNUT CREEK, CA 94597
 (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 | 10/31/2016 | | M | | 156,903 | A | \$ 12.5 | 421,607 | D | |
| Class A Common Stock | 10/31/2016 | | F ⁽¹⁾ | | 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 ⁽¹⁾ | 140,945 | D | \$ 22.71 | 301,795 | D | |
| Class A Common Stock | 11/01/2016 | S ⁽²⁾ | 628 | D | \$ 22.8293 ⁽³⁾ | 638 | I | By John R. Ranelli Trust ⁽⁴⁾ |
| Common Stock | 11/01/2016 | S ⁽²⁾ | 7,258 | D | \$ 23.7271 ⁽⁵⁾ | 81,863 | I | By John R. Ranelli Trust ⁽⁴⁾ |
| 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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(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 12.5 | 10/31/2016 | | M | 156,903 | ⁽⁶⁾ 02/11/2019 | Class A Common Stock 156,903 |
| Stock Option (Right to Buy) | \$ 15 | 10/31/2016 | | M | 156,903 | ⁽⁶⁾ 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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