CENTRAL GARDEN & PET CO
Form 4
August 23, 2016

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
CHICHESTER DAVID N

(Last) (First) (Middle)

1340 TREAT BLVD. STE 600

(Street)

WALNUT CREEK, CA 94597

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
CENTRAL GARDEN & PET CO [CENT]

3. Date of Earliest Transaction (Month/Day/Year)
08/17/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director
_____ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	08/17/2016		G	V	4,063	D	$ 0	16,422	D	
Class A Common Stock	08/22/2016		M		9,247	A	$ 7.21	25,669	D	
Class A Common Stock	08/22/2016		F(1)		2,722	D	$ 24.5	22,947	D	
Class A Common	08/22/2016		M		6,761	A	$ 9.86	29,708	D	

Stock								
Class A Common Stock	08/22/2016	F[1]	2,721	D	$ 24.5	26,987	D	
Class A Common Stock	08/22/2016	M	4,000	A	$ 12.32	30,987	D	
Class A Common Stock	08/22/2016	F[1]	2,012	D	$ 24.5	28,975	D	
Class A Common Stock	08/23/2016	S	12,553	D	$ 24.5613 [2]	16,422	D	
Common Stock						2,804	D	

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

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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. D Sec (Ins
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	$ 7.21	08/22/2016		M			9,247	[3]	08/10/2017	Class A Common Stock	9,247	
Stock Option (Right to Buy)	$ 9.86	08/22/2016		M			6,761	[4]	08/10/2018	Class A Common Stock	6,761	
	$ 12.32	08/22/2016		M			4,000	[5]	08/17/2020		4,000	

Stock Option (Right to Buy)	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHICHESTER DAVID N 1340 TREAT BLVD. STE 600 WALNUT CREEK, CA 94597	X			

Signatures

/s/ David Chichester	08/23/2016
**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 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) The range of prices for the shares of Class A Common Stock is from $24.52 to $24.61. Mr. Chichester 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.

(3) One-third of the total options granted became exercisable at each of 6 months, 18 months and 30 months after February 10, 2014, the date of the grant

(4) One-third of the total options granted became exercisable at each of 6 months, 18 months and 30 months after February 10, 2015, the date of the grant.

(5) The options will vest upon the first to occur of termination of employment by the Company (other than for cause) or the expiration of six months after commencement of employment.

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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