

ROETH GEORGE C
Form 4/A
March 06, 2019

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 *
ROETH GEORGE C

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)

3. Date of Earliest Transaction
(Month/Day/Year)
02/13/2019

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

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
02/14/2019

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

WALNUT CREEK, CA 94597

(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 (A) or (D) Price		
Class A Common Stock	02/13/2019		A		44,120 (1) \$ 0	D	
Class A Common Stock	02/13/2019		A		27,575 (2) \$ 0	D	
Units					405.3146	I	By 401(k) Plan (4)

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)	\$ 27.2	02/13/2019 ⁽⁵⁾		A	101,080 ⁽⁶⁾	⁽⁷⁾ 02/13/2025	Class A Common Stock 101,080

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROETH GEORGE C C/O CENTRAL GARDEN & PET COMPANY 1340 TREAT BLVD, SUITE 600 WALNUT CREEK, CA 94597	X		President and CEO	

Signatures

/s/George Roeth 03/06/2019

**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 restricted shares are granted pursuant to the Company's 2003 Omnibus Equity Incentive Plan and shall vest in two annual increments of 50% beginning on February 13, 2024.
- (2) The restricted shares are granted pursuant to the Company's 2003 Omnibus Equity Incentive Plan and shall vest in four annual increments of 25% beginning on February 13, 2020.
- (3) The purpose of this amendment to the Form 4 filed on February 14, 2019 with the U.S. Securities and Exchange Commission is to correct the number of shares of Class A Common Stock beneficially owned by Mr. Roeth following the Reported Transaction.
- (4) The units represent interests in the CENTA Stock Fund in the Issuer's 401(k) Plan, which consist of shares of CENTA stock and cash.
- (5) The purpose of this amendment to the Form 4 filed on February 14, 2019 with the U.S. Securities and Exchange Commission is to correct the Transaction Date of the Stock Option (Right to Buy) awarded to Mr. Roeth.

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(6) Stock options granted under the Company's 2003 Omnibus Equity Incentive Plan, as amended.

(7) The options shall vest in four annual increments of 25% beginning on February 13, 2020.

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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